

Fritts Michael
Form 3
March 08, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Fritts Michael

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

02/26/2010

3. Issuer Name and Ticker or Trading Symbol
MICROVISION INC [MVIS]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

___ Director ___ 10% Owner

☒ Officer ___ Other

(give title below) (specify below)

VP,Sales, Marketing & Prod Dev

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person

___ Form filed by More than One Reporting Person

C/O MICROVISION,
INC.,Â 6222 185TH AVENUE
NE

(Street)

REDMOND,Â WAÂ 98052

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	03/05/2011 ⁽¹⁾	03/05/2020	Common Stock	100,000	\$ 2.69	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fritts Michael C/O MICROVISION, INC. 6222 185TH AVENUE NE REDMOND, WA 98052	Â	Â	Â VP,Sales, Marketing & Prod Dev	Â

Signatures

/s/Michael Fritts	03/08/2010
<u> </u> Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reporting person vests ownership in this stock option as follows: 25% upon each annual anniversary of the date of grant, subject to the terms of the 2006 Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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