Edgar Filing: WALKER THOMAS M - Form 4

WALKER TI	HOMAS M										
Form 4											
March 29, 20	11										
FORM	1								PPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check this if no long subject to	ENT OF CHAI	IANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: Estimated	January 31, 2005 d average			
Section 16			SECUK	IIIES				burden hours per			
Form 4 or Form 5			1(1) = f(1)		. F.		A	response	0.5		
obligation may conti <i>See</i> Instru 1(b).	ns Section 17(a	uant to Section () of the Public U 30(h) of the In	Itility Hold	ling Com	pany	Act c	of 1935 or Sectio	n			
(Print or Type R	esponses)										
1. Name and Ad WALKER T	er Name and Ticker or Trading OVISION INC [MVIS]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
(Last)	(First) (M	iddle) 3. Date of	of Earliest Tr	ansaction			(Chec	ck all applicable	e)		
()	(,	Day/Year)	unsaction			Director	109	6 Owner		
C/O MICRO 185TH AVE	VISION, INC., 6 NE		•				X_Officer (give below) VP Genera	e title Oth below) l Counsel & Se	er (specify ccretary		
			Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
REDMOND	, WA 98052						Form filed by M Person	More than One R	eporting		
(City)	(State) (2	Zip) Tab	ole I - Non-D	Derivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year	Code	4. Securi onAcquirec Disposec (Instr. 3,	l (A) c l of (D))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(D)	Price	(msu. 5 allu 4)				
Common Stock	03/25/2011		F	5,445	D	<u>(1)</u>	158,266	D			

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

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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Addro	ess	Relationships						
	Director	10% Owner	Officer	Other				
WALKER THOMAS M C/O MICROVISION, INC. 6222 185TH AVE NE REDMOND, WA 98052			VP General Counsel & Secretary					
Signatures								
/s/Thomas M. Walker	03/29/2011							
<u>**</u> Signature of	Date							

<u>**</u>Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) Shares were withheld for payment of \$7,132.95 tax liability on the vesting of a restricted stock unit award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.