

Madhavan Sridhar
Form 3
June 09, 2006

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 Madhavan Sridhar

(Last) (First) (Middle)

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

(Street)

REDMOND,Â WAÂ 98052

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

05/01/2006

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

X Officer ___ Other
(give title below) (specify below)

Vice President, R&PD

6. Individual or Joint/Group

Filing(Check Applicable Line)
X Form filed by One Reporting Person

___ Form filed by More than One Reporting Person

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)

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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)	05/01/2007 ⁽¹⁾	05/12/2016	Common Stock	40,000	\$ 3.43	D	Â

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Madhavan Sridhar C/O MICROVISION, INC. 6222 185TH AVENUE NE REDMOND, WA 98052	Â	Â	Â Vice President, R&PD	Â

Signatures

Sridhar Madhavan	06/08/2006
**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 May 1, 2006, subject to the terms of the 1996 Stock Option Plan, as amended.

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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