MICROVISION INC
Form DEF 14A
April 28, 2011
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

MICROVISION, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

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MICROVISION, INC.

NOTICE OF 2011 ANNUAL MEETING

June 9, 2011

Dear MicroVision Shareholder:

The Annual Meeting of Shareholders of MicroVision, Inc. (the Company), will be held at the Meydenbauer Center, 11100 NE 6th Street, Bellevue, Washington 98004 on June 9, 2011 at 9:00 a.m. for the following purposes:

1. To elect six directors to serve until the next annual meeting;

2. To hold a non-binding advisory vote on the compensation of the Company s named executive officers;

3. To hold a non-binding advisory vote on the frequency of future executive compensation votes;

4. To ratify the selection of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the current fiscal year;

5. To conduct any other business that may properly come before the meeting and any adjournment or postponement of the meeting.

Details of the business to be conducted at the meeting are more fully described in the accompanying Proxy Statement. Please read it carefully before casting your vote.

If you were a shareholder of record on April 19, 2011, you will be entitled to vote on the above matters. A list of shareholders as of the record date will be available for shareholder inspection at the headquarters of the Company, 6222 185th Avenue NE, Redmond, Washington 98052, during ordinary business hours, from May 31, 2011 to the date of the Annual Meeting. The list also will be available for inspection at the Annual Meeting.

Important!

Whether or not you plan to attend the Annual Meeting, your vote is very important.

After reading the Proxy Statement, you are encouraged to vote by (1) toll-free telephone call, (2) the Internet or (3) completing, signing and dating the printable proxy card and returning it as soon as possible. If you are voting by telephone or the Internet, please follow the instructions on the proxy card. You may revoke your proxy at any time before it is voted by following the instructions provided below.

Important Notice Regarding the Availability of Proxy Materials for the Shareholders Meeting To Be Held on June 9, 2011. The proxy materials and the annual report to stockholders are available at http://www.microvision.com/investors/proxy.html.

If you need assistance voting your shares, please call Investor Relations at (425) 936-6847.

The Board of Directors recommends a vote **FOR** the election of the six nominees for directors, a vote **FOR** the approval, on an advisory basis, of the compensation of the Company s named executive officers, as such information is disclosed in the Compensation Discussion and Analysis, the compensation tables and the accompanying narrative disclosure beginning on page 13 (commonly referred to as say-on-pay), a vote to hold a say-on-pay vote once every **THREE YEARS** and a vote **FOR** ratification of the selection of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm.

At the meeting, you will have an opportunity to ask questions about the Company and its operations. You may attend the meeting and vote your shares in person even if you vote by telephone or the Internet or return your proxy card. Your proxy (including a proxy granted by telephone or the Internet) may be revoked by sending in another signed proxy card with a later date, sending a letter revoking your proxy to the Company s Secretary in Redmond, Washington, voting again by telephone or Internet, or attending the Annual Meeting and voting in person.

We look forward to seeing you. Thank you for your ongoing support of and interest in MicroVision, Inc.

Sincerely,

Thomas M. Walker

Secretary

April 28, 2011

Redmond, Washington

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MICROVISION, INC.

6222 185th Avenue NE

Redmond, Washington 98052

PROXY STATEMENT FOR ANNUAL MEETING

OF SHAREHOLDERS

June 9, 2011

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INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

Q: **Why did you send me this Proxy Statement?**

A: We sent you the Notice of Internet Availability of Proxy Materials because the Board of Directors of the Company (the Board of Directors or the Board) is soliciting your proxy to vote at the 2011 Annual Meeting of Shareholders (the Annual Meeting). The Annual Meeting will be held at the Meydenbauer Center, 11100 NE 6th Street, Bellevue, Washington 98004 on June 9, 2011, at 9:00 a.m.

This Proxy Statement summarizes the information regarding the matters to be voted upon at the Annual Meeting. You do not need to attend the Annual Meeting, however, to vote your shares. You may simply vote your shares by telephone or over the Internet in accordance with the instructions contained on the proxy card or print, complete, sign, and return the proxy card.

On April 19, 2011 there were 105,092,163 shares of common stock of the Company outstanding. If you owned shares of our common stock at the close of business on the record date, you are entitled to one vote for each share of common stock you owned as of that date. We made this Proxy Statement available on or about April 28, 2011 to all shareholders entitled to vote their shares at the Annual Meeting.

Q: **How many votes do I have?**

A: You have one vote for each share of common stock that you owned on the record date. The proxy card will indicate the number of shares.

Q: **How do I vote by proxy?**

A: If you properly cast your vote by either voting your proxy by telephone or via the Internet or executing and returning the proxy card, and your vote is not subsequently revoked by you, your vote will be voted in accordance with your instructions. If you sign the proxy card but do not make specific choices, your proxy will vote your shares as recommended by the Board as follows:

FOR the election of each of the nominees for director;

FOR the approval, on an advisory basis, of the compensation of the Company s named executive officers, as such information is disclosed in the Compensation Discussion and Analysis, the compensation tables and the accompanying narrative disclosure beginning on page 13 (commonly referred to as say-on-pay);

To hold a say-on-pay vote once every **THREE YEARS**; and

FOR ratification of the selection of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm.

If any other matter is presented, your proxy will vote in accordance with his best judgment. At the time we printed this Proxy Statement, we knew of no matters that needed to be acted on at the Annual Meeting other than those discussed in this Proxy Statement.

Q: **May my broker vote for me?**

A: Under the rules of the Financial Industry Regulatory Authority, if your broker holds your shares in its street name, the broker may vote your shares on routine matters even if it does not receive instructions from you. At the Annual Meeting your broker may, without instructions from you, vote on Proposal 4, but not on any of the other proposals.

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Q: **What are abstentions and broker non-votes?**

A: An abstention represents the action by a shareholder to refrain from voting for or against a proposal. Broker non-votes represent votes that could have been cast on a particular matter by a broker, as a shareholder of record, but that were not cast because the broker (i) lacked discretionary voting authority on the matter and did not receive voting instructions from the beneficial owner of the shares or (ii) had discretionary voting authority but nevertheless refrained from voting on the matter.

Q: **May I revoke my proxy?**

A: Yes. You may change your mind after you send in your proxy card or vote your shares by telephone or via the Internet by following these procedures. To revoke your proxy:

Vote again by telephone or Internet;

Send in another signed proxy card with a later date;

Send a letter revoking your proxy to MicroVision s Secretary at the Company s offices in Redmond, Washington; or

Attend the Annual Meeting and vote in person.

Q: **How do I vote in person?**

A: If you plan to attend the Annual Meeting and vote in person, we will give you a ballot when you arrive. If your shares are held in a brokerage account or by another nominee, the Notice of Internet Availability of Proxy Materials is being forwarded to you. Follow the instructions on the Notice of Internet Availability of Proxy Materials in order to vote your shares by proxy or in person. Alternatively, you may contact the person in whose name your shares are registered and obtain a proxy from that person and bring it to the Annual Meeting.

Q: **What is the quorum requirement for the meeting?**

A: The quorum requirement for holding the meeting and transacting business is a majority of the outstanding shares entitled to be voted. The shares may be present in person or represented by proxy at the meeting. Both abstentions and broker non-votes are counted as present for the purpose of determining the presence of a quorum.

Q: **What vote is required to approve the election of directors?**

A: The six nominees for director who receive the most votes will be elected. So, if you do not vote for a nominee, or you withhold authority to vote for a nominee, your vote will not count either for or against the nominee. Abstentions and broker non-votes will have no effect on the outcome of voting for directors.

Q: **What vote is required to approve the vote on the compensation of the Company s named executive officers (Proposal 2) and the vote on the frequency of future executive compensation votes (Proposal 3)?**

A: For Proposal 2, you may vote **FOR** , **AGAINST** , or **ABSTAIN** . For Proposal 3, you may vote to hold a say-on-pay vote once every **ONE** **TWO** , or **THREE** years, or you may **ABSTAIN** .

Because Proposal 2 is an advisory vote, there is technically no minimum vote requirement for that Proposal. Similarly, because Proposal 3 seeks the input of shareholders and provides shareholders with multiple voting options, there is no minimum vote requirement for Proposal 3. Abstentions and broker non-votes will have no effect on the outcome of Proposal 2 or Proposal 3.

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Q: **What vote is required to ratify the selection of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm (Proposal 4)?**

A: For Proposal 4, you may vote **FOR** , **AGAINST** , or **ABSTAIN** .
The affirmative vote of a majority of the votes properly cast on the proposal at the 2011 Annual Meeting is required to ratify the appointment of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm. Abstentions and broker non-votes will have no effect on the outcome of Proposal 4.

Q: **Is voting confidential?**

A: We keep all the proxies and ballots private as a matter of practice.

Q: **What are the costs of soliciting these proxies?**

A: The Company will pay all the costs of soliciting these proxies. In addition to the solicitation of proxies by mail, our officers and employees also may solicit proxies by telephone, fax or other electronic means of communication, or in person. We will reimburse banks, brokers, nominees, and other fiduciaries for the expenses they incur in forwarding the proxy materials to you.

Q: **Who should I call if I have any questions?**

A: If you have any questions about the Annual Meeting, voting or your ownership of MicroVision common stock, please call us at (425) 936-6847 or send an e-mail to ir@microvision.com.

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DISCUSSION OF PROPOSALS RECOMMENDED BY THE BOARD

Proposal One Election Of Directors

The Board oversees the Company s business and affairs and monitors the performance of management. In accordance with corporate governance principles, the Board does not involve itself in day-to-day operations of the Company. The directors keep themselves informed through discussions with the Chief Executive Officer, other key executives, and the Company s principal advisers by reading the reports and other materials that the Company sends them regularly and by participating in Board and committee meetings. The Company s directors hold office until their successors have been elected and duly qualified unless the director resigns or by reason of death or other cause is unable to serve. Until any vacancy is filled, the Board will consist of the members who are elected at the Annual Meeting. Proxies cannot be voted for a greater number of persons than the number of nominees named.

If any nominee is unable to stand for election, the shares represented by all valid proxies will be voted for the election of such substitute nominee as the Board may recommend. All of the nominees are currently directors of the Company. The Company is not aware that any nominee is or will be unable to stand for election.

Proxies received from shareholders, unless directed otherwise, will be voted FOR the election of the nominees listed below.

THE BOARD RECOMMENDS A VOTE FOR ALL OF THE NOMINEES NAMED BELOW AS DIRECTORS OF THE COMPANY.

We seek individuals to serve as directors with established strong professional reputations, sophistication and experience in strategic planning, leadership, business management, innovation and in substantive areas that affect our business such as: technology development; sourcing, manufacturing and operations; financing; finance and accounting; business operations; government contracts; legal and regulatory; and sales and marketing. We believe that each of our current directors possesses the professional and personal qualifications necessary for board service and have highlighted particularly noteworthy attributes for each director in the individual biographies below.

Set forth below are the name, position held and age of each of the nominees for director of the Company. The principal occupation and recent employment history of each nominee is described below, and the number of shares of common stock beneficially owned by each nominee as of April 19, 2011 is set forth on page 24. We believe that all our current directors possess the professional and personal qualifications necessary for board service, and have highlighted particularly noteworthy attributes for each director in the individual biographies below.

Name	Age	Position
Richard A. Cowell (2) (3)*	63	Director
Slade Gorton (1) (3)*	83	Chairman of the Board and Lead Independent Director
Jeanette Horan (1) (2)*	55	Director
Perry Mulligan (2) (3)*	53	Director
Alexander Tokman	49	Director, President and Chief Executive Officer
Brian Turner (1) (2)*	51	Director

* Independent Director
(1) Member of the Compensation Committee
(2) Member of the Audit Committee
(3) Member of the Nominating Committee

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Alexander Tokman, age 49, has served as President, Chief Executive Officer and a director of MicroVision since January 2006. Mr. Tokman served as MicroVision s President and Chief Operating Officer from July 2005 to January 2006. Mr. Tokman, a former GE executive, joined MicroVision after a 10-year tenure at GE Healthcare, a subsidiary of General Electric, where he led several global businesses, most recently as General Manager of its Global Molecular Imaging and Radiopharmacy multi-technology business unit from 2003 to 2005. Prior to that, between 1995 and 2003, Mr. Tokman served in various cross-functional and cross-business leadership roles at GE where he led the definition and commercialization of several medical modalities product segments including PET/CT, which added over $500 million of revenue growth to the company within the first three years of its commercial introduction. Mr. Tokman is a certified Six Sigma and Design for Six Sigma (DFSS) Black Belt and Master Black Belt and as one of GE s Six Sigma pioneers, he drove the quality culture change across GE Healthcare in the late 1990s. From November 1989 to March 1995 Mr. Tokman served as new technologies programs lead and a head of I&RD office at Tracor Applied Sciences a subsidiary of then Tracor, Inc. Mr. Tokman has both an M.S. and B.S. in Electrical Engineering from the University of Massachusetts, Dartmouth. As President and Chief Executive Officer of the Company, Mr. Tokman has a deep understanding of the Company and broad executive experience.

Colonel Richard A. Cowell, USA, (Ret.) has served as a director of the Company since August 1996. Colonel Cowell is a Principal at Booz Allen Hamilton, Inc. (BAH) where he is involved in advanced concepts development and technology transition, joint and service experimentation, and the interoperability and integration of command and control systems for Department of Defense and other agencies. Prior to joining BAH in March of 1996, Colonel Cowell served in the United States Army for 25 years. Immediately prior to his retirement from the Army, Colonel Cowell served as Director of the Louisiana Maneuvers Task Force reporting directly to the Chief of Staff, Army. Colonel Cowell has authored a number of articles relating to the potential future capabilities of various services and agencies. Mr. Cowell is a Director for Immunocellular Therapeutics Ltd. Colonel Cowell s senior position at BAH with involvement in advanced concepts development and technology transition, leadership in the Army and prior history as a director of the Company have given him extensive experience and expertise in government contracts, financial matters and the Company s business and technology evolvement.

Slade Gorton has served as a director of the Company since September 2003 and currently serves as Chairman of the Board and Lead Independent Director. Mr. Gorton is currently Of Counsel at the law firm of K&L Gates, LLP. Prior to joining the firm, he represented Washington State in the United States Senate for 18 years. Mr. Gorton began his political career in 1958 as a Washington State Representative and went on to serve as State House Majority Leader. Mr. Gorton served as Attorney General of Washington from 1969-1981, and during that time, he argued 14 cases before the United States Supreme Court. After leaving the Senate, Mr. Gorton served as a Commissioner on the National Commission on Terrorist Attacks Upon the United States (9-11 Commission); as a member of the National War Powers Commission and is Co-Chairman of the National Transportation Policy Project. Mr. Gorton also served in the U.S. Army, U.S. Air Force, and the U.S. Air Force Reserves. From his positions as an attorney, in business and government, and prior history as a director of the Company, Mr. Gorton brings expertise in legal matters, corporate governance, general leadership and the Company s business and technology evolvement.

Jeanette Horan has served as a director of the Company since June 2006. Ms Horan is currently Vice President, Enterprise Business Transformation for IBM where she leads IBM s transformation to a globally integrated enterprise. Prior to her current position, she was Vice President, Business Process and Architecture Integration from July 2006 to April 2007 where she led IBM s internal business process transformation and information technology portfolio. Prior to this, Ms. Horan was Vice President, Information Management from January 2004 to July 2006 and Vice President Strategy, IBM Software Group from January 2003 to January 2004, where she was responsible for strategic alliances with key platform partners and led strategic and operational planning processes. From May 1998 to December 2002, Ms. Horan was also Vice President, Development for the Lotus brand and led worldwide product management, development and technical support. Ms. Horan has substantial breadth and depth of technology leadership experience and a demonstrated ability to translate novel technologies into products spanning various markets and segments.

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Perry Mulligan has served as a director of the Company since January 2010. Mr. Mulligan has over 25 years of experience in operations and supply chain management. Since October 2007, Mr. Mulligan has served as Senior Vice President, Operations for QLogic, where he is responsible for all aspects of the manufacturing and delivery of products to the customer in addition to overall supply chain design and manufacturing strategy. Prior to his current position, Mr. Mulligan was at Solectron from May 2004 to September 2007, where he held the position of Senior Vice President Supply Chain Management and Chief Procurement Officer and was responsible for establishing the overall materials and supply chain strategy. Mr. Mulligan brings extensive experience and knowledge in developing and setting up worldwide manufacturing and sourcing operations and overall supply chain strategy.

Brian Turner has served as a director of the Company since July 2006. Mr. Turner was the Chief Financial Officer of Coinstar Inc. from 2003 until June 2009. Prior to Coinstar, from 2001 to 2003, he served as Senior Vice President of Operations, Chief Financial Officer and Treasurer of Real Networks, Inc., a digital media and technology company. Prior to Real Networks, from 1999 to 2001, Mr. Turner was employed by BSquare Corp., a software company, where he initially served as Senior Vice President of Operations, Chief Financial Officer and Secretary, before being promoted to President and Chief Operating Officer. From 1995 to 1999, Mr. Turner was Chief Financial Officer and Vice President of Administration of Radisys Corp., an embedded software company. Mr. Turner s experience also includes 13 years at PricewaterhouseCoopers LLP where he held several positions including Director, Corporate Finance. Mr. Turner is a director at Motricity, Inc. Mr. Turner brings financing expertise and knowledge of operational finance and accounting to the Board.

Board Meetings and Committees

Our Board of Directors met six times during 2010. All directors attended at least 75% of the aggregate meetings of the Board and meetings of the Board committees on which they served. The Board also approved certain actions by unanimous written consent. We have adopted a policy that each of our directors be requested to attend our Annual Meeting each year. All directors attended our Annual Meeting in 2010.

Independence Determination

No director will be deemed to be independent unless the Board affirmatively determines that the director has no material relationship with the Company, directly or as an officer, share owner, or partner of an organization that has a relationship with the Company. The Board observes all criteria for independence set forth in the NASDAQ listing standards and other governing laws and regulations.

In its annual review of director independence, the Board considers all commercial, banking, consulting, legal, accounting, charitable, or other business relationships any director may have with us. As a result of its annual review, the Board has determined that all of the directors, with the exception of Alexander Tokman, are independent (the Independent Directors). The Independent Directors are identified by an asterisk in the table above.

The NASDAQ listing standards have both objective tests and a subjective test for determining who is an independent director. The objective tests state, for example, that a director is not considered independent if he or she is our employee or is a partner in or executive officer of an entity to which we made, or from which we received, payments in the current or any of the past three fiscal years that exceed 5% of the recipient s consolidated gross revenue for that year. The subjective test states that an independent director must be a person who lacks a relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. None of the non-employee directors were disqualified from independent status under the objective tests. In assessing independence under the subjective test, the Board took into account the standards in the objective tests, and reviewed and discussed additional information provided by the directors and us with regard to each director s business and personal activities as they may relate to us and our management. Based on all of the foregoing, as required by NASDAQ rules, the Board made a

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subjective determination as to each independent director that no relationship exists which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Board has not established categorical standards or guidelines to make these subjective determinations, but considers all relevant facts and circumstances.

In addition to the Board-level standards for director independence, the directors who serve on the Audit Committee each satisfy standards established by the Securities and Exchange Commission (the SEC) providing that to qualify as independent for purposes of membership on that Committee, members of audit committees may not accept, directly or indirectly any consulting, advisory, or other compensatory fee from us other than their director compensation.

Board s Role in Risk Oversight

It is management s responsibility to manage risk and bring to the Board s attention risks that are material to the Company. The Board has oversight responsibility of the processes established to report and monitor systems for the most significant risks applicable to the Company. The Board administers its risk oversight role directly and through its committee structure and the committees regular reports to the Board at Board meetings. The Board reviews strategic, financial and execution risks and exposures associated with the annual plan and multi-year plans, major litigation and other matters that may present material risk to our operations, plans, prospects or reputation; acquisitions and divestitures and senior management succession planning.

Board Expertise and Diversity.

The Nominating Committee seeks to have a Board that represents diversity as to experience, gender, race and ethnicity, but does not have a formal policy with respect to diversity. We seek a Board that reflects a range of talents, ages, skills, viewpoints, professional experience, educational background and expertise to provide sound and prudent guidance with respect to our operations and interests. All of our directors are financially literate, and two members of our Audit Committee are audit committee financial experts.

Board Leadership Structure

Our Board annually elects a Chairman of the Board. The Board has chosen to separate the roles of Chairman and Chief Executive Officer. Mr. Gorton currently serves as Chairman and Lead Independent Director. In this role, among other duties, Mr. Gorton meets with our Chief Executive Officer and with senior officers as necessary, schedules and presides at meetings of the Board, including meetings of the Independent Directors, serves as a liaison between the Board and our management, approves meeting schedules and agendas, and undertakes other responsibilities designated by the Board. The Board believes that the separate roles of Mr. Tokman as Chief Executive Officer and Mr. Gorton as Chairman and Lead Independent Director currently well serve the interests of us and our shareholders. Mr. Tokman can devote his attention to leading the Company and focus on our business strategy. Mr. Gorton provides an appropriate level of independence in the Company s leadership through his review and approval of meeting agendas and his leadership of the Board.

Committees

The Board of Directors has an Audit Committee, a Compensation Committee and a Nominating Committee. The Board of Directors has adopted a written charter for each of these Committees. The full text of each charter is available on our website located at www.microvision.com.

The Audit Committee

The Board has an Audit Committee which assists the Board by monitoring and overseeing: (1) our accounting and financial reporting processes and the audits of our financial statements, (2) the integrity of our

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financial statements, (3) our compliance with legal and regulatory requirements, and (4) the performance of our internal finance and accounting personnel and our independent auditors. The Audit Committee conducts discussions related to our earnings announcements and periodic filings, as well as numerous other informal meetings and communications among the Chair, various Audit Committee members, the independent auditors and/or members of our management. Messrs. Cowell, Mulligan and Turner and Ms. Horan currently serve on the Audit Committee, with Mr. Cowell serving as Chairman. The Audit Committee met five times during 2010.

Among other matters, the Audit Committee monitors the activities and performance of our external auditors, including the audit scope, external audit fees, auditor independence matters and the extent to which the independent auditor may be retained to perform non-audit services. The Audit Committee and the Board of Directors have ultimate authority and responsibility to select, evaluate and, when appropriate, replace our independent auditor. The Audit Committee also reviews the results of the external audit work with regard to the adequacy and appropriateness of our financial, accounting and internal controls. Management and independent auditor presentations to and discussions with the Audit Committee also cover various topics and events that may have significant financial impact or are the subject of discussions between management and the independent auditor. In addition, the Audit Committee generally oversees our internal financial controls and financial disclosure procedures.

The audit committee financial experts designated by the Board are Col. Richard A. Cowell (Ret.) and Brian Turner, each an independent director. Col. Cowell holds a degree in accounting and has served for nine years as Chair of our Audit Committee. During his twenty-five years of service in the United States Army, Col. Cowell oversaw and actively supervised various complex governmental projects that involved government accounting with a breadth and level of complexity comparable to accounting issues raised by our financial statements, including issues relating to estimates, accruals, and reserves. Since retiring from the Army, Col. Cowell has served as a Principal at Booz Allen Hamilton, Inc., where he provides consulting services relating to significant government projects and grants which involve significant and complex accounting issues. Mr. Turner has eight years experience as a chief financial officer of three public companies and has thirteen years of experience in various roles at PricewaterhouseCoopers LLP, including Director, Corporate Finance. Mr. Turner has been actively involved in and has supervised the preparation of financial statements that present a breadth and complexity of issues comparable to accounting issues raised by our financial statements.

The Compensation Committee

The Compensation Committee makes decisions on behalf of, and recommendations to, the Board regarding salaries, incentives and other forms of compensation for directors, officers, and other key employees, and administers policies relating to compensation and benefits. The Compensation Committee also serves as the Plan Administrator for our stock option plans. The Compensation Committee reviewed the relationship between our risk management policies and practices, organizational structure, operating policies, corporate strategy and our compensation programs to confirm that our compensation programs do not encourage unnecessary and excessive risks. The Compensation Committee Report is set forth below on page 16. Messrs. Gorton and Turner and Ms. Horan currently serve as members of the Compensation Committee, with Mr. Turner serving as chairman. The Compensation Committee met six times during 2010.

The Nominating Committee

The Nominating Committee counsels the Board of Directors with respect to Board and Committee structure and membership. In fulfilling its duties, the Nominating Committee, among other things, will:

establish criteria for nomination to the Board and its committees, taking into account the composition of the Board as a whole;

identify, review, and recommend director candidates for the Board;

recommend directors for election at the annual meeting of shareholders and to fill new or vacant positions;

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establish policies with respect to the process by which our shareholders may recommend candidates to the Nominating Committee for consideration for nomination as a director;

assess and monitor, with Board involvement, the performance of the Board; and

recommend directors for membership on Board Committees.

Messrs. Cowell, Gorton and Mulligan currently serve as members of the Nominating Committee, with Mr. Mulligan serving as Chairman. The Nominating Committee met once during 2010.

The Nominating Committee will consider recommendations for directorships submitted by shareholders, or groups of shareholders, that have beneficially owned at least 5% of our outstanding shares of common stock for at least one year prior to the date the nominating shareholder submits a candidate for nomination as a director. A nominating shareholder or group of nominating shareholders may submit only one candidate for consideration. Shareholders who wish the Nominating Committee to consider their recommendations for nominees for the position of director should submit their request in writing no later than the 120th calendar day before the anniversary of the date the prior year s annual meeting proxy statement was released to shareholders. Such written requests should be submitted to the Nominating Committee care of the Corporate Secretary, MicroVision, Inc., 6222 185th Avenue NE, Redmond, Washington 98052, and must contain the following information:

The name, address, and number of shares of common stock beneficially owned by the nominating shareholder and each participant in a nominating shareholder group (including the name and address of all beneficial owners of more than 5% of the equity interests of an nominating shareholder or participant in a nominating shareholder group);

A representation that the nominating shareholder, or nominating shareholder group, has been the beneficial owner of more than 5% of our outstanding shares of common stock for at least one year and will continue to beneficially own at least 5% of our outstanding shares of common stock through the date of the annual meeting;

A description of all relationships, arrangements, or understandings between or among the nominating shareholder (or any participant in a nominating shareholder group) and the candidate or any other person or entity regarding the candidate, including the name of such person or entity;

All information regarding the candidate that we would be required to disclose in a proxy statement filed pursuant to the rules and regulations of the SEC with respect to a meeting at which the candidate would stand for election;

Confirmation that the candidate is independent, with respect to the Company, under the independence requirements established by us, the SEC, and NASDAQ listing requirements, or, if the candidate is not independent with respect to the Company under all such criteria, a description of the reasons why the candidate is not independent;

The consent of the candidate to be named as a nominee and to serve as a member of the Board if nominated and elected;

A representation signed by the candidate that if elected he or she will: (1) represent all shareholders of the Company in accordance with applicable laws, and our certificate of incorporation, by-laws, and other policies; (2) comply with all rules, policies, or requirements generally applicable to non-employee directors; and (3) upon request, complete and sign customary Directors and Officers Questionnaires.

In its assessment of each potential candidate, the Nominating Committee will review the nominee s judgment, experience, independence, understanding of our or other related industries and such other factors the Nominating Committee determines are pertinent in light of the current

needs of the Board. The Nominating Committee will also take into account the ability of a director to devote the time and effort necessary to fulfill his or her responsibilities.

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Nominees may be suggested by directors, members of management, and, as described above, by shareholders. In identifying and considering candidates for nomination to the Board, the Nominating Committee considers, in addition to the requirements set out in the Nominating Committee charter, quality of experience, our needs and the range of talent and experience represented on the Board.

Shareholder Communication with the Board of Directors

We have adopted written procedures establishing a process by which our shareholders can communicate with the Board of Directors regarding various topics related to the Company. A shareholder desiring to communicate with the Board, or any individual director, should send his or her written message to the Board of Directors (or the applicable director or directors) care of the Corporate Secretary, MicroVision, Inc., 6222 185th Avenue NE, Redmond, Washington 98052. Each submission will be forwarded, without editing or alteration, by the Secretary to the Board, or the applicable director or directors, on or prior to the next scheduled meeting of the Board. The Board will determine the method by which such submission will be reviewed and considered. The Board may also request the submitting shareholder to furnish additional information it may reasonably require or deem necessary to sufficiently review and consider the submission of such shareholder.

Compensation Committee Interlocks And Insider Participation

All members of the Compensation Committee during 2010 were independent directors, and none of them were our employees or former employees. During 2010, none of our executive officers served on the compensation committee (or equivalent), or the board of directors, of another entity whose executive officer(s) served on the Compensation Committee or Board of Directors.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires that our directors, executive officers, and greater-than 10% shareholders file reports with the SEC relating to their initial beneficial ownership of our securities and any subsequent changes. They must also provide us with copies of the reports.

Based solely on a review of the copies of such forms in our possession, and on written representations from reporting persons, we believe that all of these reporting persons complied with their filing requirements during 2010.

Code of Ethics

We have adopted a code of ethics applicable to our principal executive officer, principal financial officer, principal accounting officer and general counsel, known as the Code of Ethics for MicroVision Executives. We have also adopted a code of conduct applicable to our directors, officers, and employees, known as the Code of Conduct. The Code of Ethics for MicroVision Executives and the Code of Conduct are available on our website. In the event that we amend or waive any of the provisions of the Code of Ethics for MicroVision Executives applicable to our principal executive officer, principal financial officer, and principal accounting officer, we intend to disclose the same on our website at *www.microvision.com*.

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Proposal Two Advisory Vote on Executive Compensation

The Compensation Discussion and Analysis beginning on page 13 of this proxy statement describes MicroVision s executive compensation program and the compensation decisions that the Compensation Committee and Board of Directors made in 2010 with respect to the compensation of our named executive officers. The Board of Directors is asking shareholders to cast a non-binding, advisory vote **FOR:**

Approval of the compensation paid to the Company s named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, compensation tables and narrative discussion.

As we describe in the Compensation Discussion and Analysis, our executive compensation program embodies a pay-for-performance philosophy that is intended to support MicroVision s business strategy and align the interests of our executives with our shareholders.

For these reasons, the Board is asking shareholders to support this proposal. Although the vote we are asking you to cast is non-binding, the Compensation Committee and the Board value the views of our shareholders and will consider the outcome of the vote when determining future compensation arrangements for our named executive officers.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE COMPANY S NAMED EXECUTIVE OFFICERS.

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Proposal Three Advisory Vote on Frequency of Executive Compensation Advisory Votes

In Proposal 2, we are asking shareholders to cast an advisory vote for the compensation disclosed in this proxy statement that we paid in 2010 to our named executive officers. This advisory vote is referred to as a say-on-pay vote. In this Proposal 3, the Board of Directors is asking shareholders to cast a non-binding, advisory vote on how frequently we should have say-on-pay votes in the future. Shareholders will be able to mark the enclosed proxy card or voting instruction form on whether to hold say-on-pay votes every one, two or three years. Alternatively, you may indicate that you are abstaining from voting.

This vote, like the say-on-pay vote itself, is not binding on the Board. The Board believes that every three years is the appropriate frequency. Our executive compensation programs are intended to have a focus that is longer than the current year for which compensation is paid given the stage of the Company and focus on operational and financial milestones necessary to provide longer term success through embedding the Company s technology in OEM and other third party products. As a result, the Board believes that our executive compensation programs should be evaluated over a period longer than one year because our programs are designed to reward performance over time, and three years is a more appropriate period over which to evaluate the effectiveness of those programs than one year or two years. While we recognize that there are many views on the appropriateness of any interval of frequency, we believe that conducting an annual advisory vote on executive compensation may unnecessarily focus on short-term performance. However, if a plurality of votes are cast in favor of an interval other than three years, the Board intends to evaluate the frequency with which an advisory vote on executive compensation will be submitted to shareholders in the future.

THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE THREE-YEAR OPTION AS THE FREQUENCY FOR THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.

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Proposal Four Ratification of the Selection of Independent Registered Public Accounting Firm

The Audit Committee of the Board has selected PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm for the current fiscal year, subject to ratification by the Company s stockholders at the Annual Meeting. The Company has been advised by PricewaterhouseCoopers LLP that it is a registered public accounting firm with the Public Company Accounting Oversight Board (the PCAOB) and complies with the auditing, quality control, and independence standards and rules of the PCAOB and the SEC. A representative of PricewaterhouseCoopers LLP is expected to be present at the Annual Meeting to respond to appropriate questions and to make a statement if he or she so desires.

Although stockholder ratification of the selection of PricewaterhouseCoopers LLP as the Company s independent registered public accounting firm is not required, the Board is nevertheless submitting the selection of PricewaterhouseCoopers LLP to the stockholders for ratification. Unless contrary instructions are given, shares represented by proxies solicited by the Board will be voted for the ratification of the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2011. Should the selection of PricewaterhouseCoopers LLP not be ratified by the stockholders, the Audit Committee will reconsider the matter. Even in the event the selection of PricewaterhouseCoopers LLP is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change is in the best interests of the Company and its stockholders.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

OTHER BUSINESS

The Company knows of no other matters to be voted on at the Annual Meeting or any adjournment or postponement of the meeting. If, however, other matters are presented for a vote at the meeting, the proxy holders (the individuals designated on the proxy card) will vote your shares according to their judgment on those matters.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Executive Compensation Objectives

The Company s executive compensation program is designed to attract, retain, motivate and recognize high performance executive officers. The Compensation Committee is responsible for and oversees the Company s compensation program. The Company s philosophy is to provide compensation programs that incentivize and reward both the short and long-term performance of the executive officers relative to the Company s performance. Thus, the Compensation Committee utilizes compensation components that measure overall Company performance, including performance against the Company s annual strategic operating plan. In addition, the Compensation Committee seeks to align the interests of the Company s executive officers with its shareholders.

Executive Compensation Components

Overview. The principal elements of the Company s compensation are base salary, incentive bonus awards, and equity awards. The Company s executive compensation policy recognizes that stock price is only one measure of performance, and given industry business conditions and the long-term strategic direction and goals

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of the Company, it may not necessarily be the best current measure of executive performance. Thus, the Compensation Committee considers the median level of compensation of its peer group and the achievement of the Company s business objectives when determining executive compensation.

In November 2007, the Compensation Committee retained an independent compensation consultant. The consultant was tasked with examining the compensation of the named executive officers and providing an analysis of that compensation relative to other companies. The consultant studied data from the proxy statements of a select group of publicly-traded companies and from nationally recognized surveys. Data from these two sources was equally weighted in determining the median market levels of compensation. The Company s peer group was selected based on input from the Compensation Committee and senior management. In selecting the Company s peer group, the Compensation Committee and senior management considered companies that were at a similar business stage and companies that were of a similar size in the high-technology and general industries in which the Company operates. In providing its report to the Compensation Committee, the consultant also took into account that information for the Company s peer group was reported as of different dates for different companies. The companies comprising the Company s peer group were 3D Systems Corporation, Arrowhead Research Corporation, eMagin Corporation, Excel Technology, Inc., Hoku Scientific, Inc., Immersion Corporation, Keithley Instruments, Inc., Mechanical Technology Inc., MoSys, Inc., Phoenix Technologies Ltd., ThermoGenesis Corp., Universal Display Corporation, and Zygo Corp. Data from these companies was compiled and averaged over a three-year period. Since proxy data is not job specific (i.e., various positions could be represented among the named executive officers), job specific data from nationally recognized surveys was also used. The nationally recognized published surveys utilized were the Aon Executive Compensation Survey, Economic Research Institute Executive Assessor, Culpepper Technology Executive Pay Report, Mercer Executive Compensation Survey, and Watson Wyatt Top Management Compensation Survey.

For determining 2009 and 2010 compensation, no independent compensation consultant was retained by the Company or the Compensation Committee. The Compensation Committee has retained an independent compensation consultant in connection with its determination of 2011 compensation.

Base Salary. Base salaries for the named executive officers are primarily based on the position, taking into account competitive market compensation paid by other companies in the Company s peer group for similar positions. Recommendations from the Chief Executive Officer as to increases in base salaries for each executive officer (other than for the Chief Executive Officer) based on the Chief Executive Officer s evaluation of the executive officer s performance are also taken into account.

As with total executive compensation, the Compensation Committee believes that executive base salaries should generally target the median base salary of the Company s peer group. Each named executive officer s base salary is also determined by reviewing the other components of the executive officer s compensation to ensure that the total compensation is in line with the Compensation Committee s overall compensation philosophy. The Compensation Committee makes a recommendation on the Chief Executive Officer s compensation to the full Board of Directors, which then has the authority to approve it.

Salaries for 2010 were based on the compensation objectives mentioned above and in the case of Alexander Tokman, his employment agreement. In April 2010, base salary rates for Messrs. Tokman, Wilson, Walker, Madhavan and Fritts were set at $359,443, $211,000, $236,288, $220,460, and $225,000, respectively.

Incentive Bonus. The Compensation Committee believes that a portion of an executive officer s total compensation, an incentive bonus, should be based on the Company s performance. The Compensation Committee believes that structuring a significant portion of each executive officer s annual cash compensation as an incentive bonus, and the contingent nature of that compensation, induces an executive officer to execute on both the short and long-term goals of the Company. It has structured the executive compensation program to reflect this philosophy by creating an incentive bonus framework that translates Company performance into incentive bonuses.

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Each of the named executive officers is eligible for an annual incentive bonus. The amount of the bonus depends generally on the level of Company performance, with a target set as a percentage of base salary. The Compensation Committee approves the target bonus percentages and the actual bonus awards for all executive officers, except the Chief Executive Officer. The Compensation Committee makes a recommendation to the full Board regarding the Chief Executive Officer. Target bonus percentages are set to be approximately at the median of the Company s peer group.

In 2010, the Compensation Committee approved 40% as a target bonus award (as a percentage of base salary) for the named executive officers other than the Chief Executive Officer. In 2010, the Compensation Committee recommended to the Board, and the Board approved, 65% as a target bonus award (as a percentage of base salary) for the Chief Executive Officer. The amount of the bonus actually awarded to executives is determined solely in the discretion of the Compensation Committee for all executive officers, except the Chief Executive Officer. The Compensation Committee makes a recommendation to the full Board regarding the Chief Executive Officer. Based on management s recommendation that no incentive bonuses be paid to any executive officer with respect to 2010, the Compensation Committee and Board using its discretionary authority determined that no incentive bonuses would be paid to Jeff Wilson, Thomas Walker, Sridhar Madhavan , Michael Fritts, and Alexander Tokman.

Equity Awards. The Compensation Committee believes that equity participation is a key component of the Company s executive compensation program. Equity awards are designed to attract and retain executive officers and to motivate them to enhance shareholder value by aligning the financial interests of executive officers with those of shareholders. Each year the Compensation Committee reviews the size and composition of the equity grants to ensure that they are aligned with the Company s compensation philosophy of compensating executives at the median of the Company s peer group. Similar to base salary, a review of equity award levels is conducted to ensure that a named executive officer s equity compensation comports with the Compensation Committee s overall philosophy and objectives and is competitive with the Company s peer group.

Stock options and restricted stock units awarded to the named executive officers in 2010 were granted under, and subject to, the 2006 Incentive Plan. The stock options typically vest 25% upon the first anniversary of the date of grant and 25% upon each subsequent anniversary. The option awards expire 10 years from the date of grant, and optionees who terminate their service after vesting have a limited time to exercise their options (typically three to twelve months). The options also contain a provision for acceleration of exercisability of all unvested options in the event of a change in control of the Company that does not result in an assumption, substitution or pay off of such awards by the acquiring company. The restricted stock units have three-year cliff vesting, which is tied to continued employment. The exercise price of the options is the closing sale price of the Company s common stock on the NASDAQ Global Market on the date of the grant.

The Compensation Committee s practice is to make annual equity awards as part of its overall philosophy of performance-based compensation. Restricted stock units and stock options are awarded by the Compensation Committee to executive officers based on a philosophy of providing equity incentives at the median of the Company s peer group. In 2010, the value of the long-term incentive award was split 70% stock options and 30% restricted stock units.

In 2010, the Compensation Committee approved 45% (as a percentage of base salary) for the level of equity awards to the named executive officers other than the Chief Executive Officer. The Committee recommended to the Board, and the Board approved, 110% (as a percentage of base salary) for the level of equity awarded to the Chief Executive Officer. The percentages were used to determine a total dollar value. Stock options and restricted stock units were valued at $2.40. Those values were then utilized to calculate the respective number of shares of options and restricted stock units to award to an executive.

In 2010, Mr. Tokman was awarded 158,440 stock options, 47,021 of which were granted in lieu of Mr. Tokman s 2009 cash bonus. Jeff Wilson, Thomas Walker and Sridhar Madhavan were awarded 43,775, 49,197 and 43,447 stock options, respectively, including, 17,000, 19,104 and 16,875 stock options granted in lieu

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of 2009 cash bonuses for Mr. Wilson, Mr. Walker and Mr. Madhavan. In 2010, Mr. Tokman was awarded 47,751 restricted stock units. In 2010, Mr. Wilson, Mr. Walker and Mr. Madhavan were awarded 11,475, 12,897 and 11,388 restricted stock units, respectively. Mr. Fritts joined MicroVision in February 2010. In connection with his employment, Mr. Fritts was awarded 100,000 stock options. Mr. Fritts did not receive any restricted stock grants in 2010.

Tax Deductibility of Compensation

Limitations on the deductibility of compensation may occur under Section 162(m) of the Internal Revenue Code of 1986, which generally limits a public company s tax deduction for compensation paid to its named executive officers to $1 million in any year. In addition, Section 162(m) specifically exempts certain performance-based compensation from the deduction limit. It is the intent of the Compensation Committee to have the Company s compensation program be deductible without limitation. However, the Compensation Committee will take into consideration various other factors, together with Section 162(m) considerations, in making executive compensation decisions and could, in certain circumstances, approve and authorize compensation that is not fully tax deductible.

Processes and Procedures

Role of the Compensation Committee and the Chief Executive Officer in the Compensation Process. The Chief Executive Officer, with the assistance and support of the human resources department, provides recommendations regarding the compensation of the executive officers, including himself. The Compensation Committee considers these recommendations and consults with the Chief Executive Officer as to his recommendations for the executive officers. The Compensation Committee considers the Chief Executive Officer s recommendations, together with the Compensation Committee s philosophy, objectives and market data in approving these recommendations. The Compensation Committee makes a recommendation on the Chief Executive Officer s compensation to the full Board of Directors, who then has the authority to approve it.

Role of Compensation Consultants in the Compensation Process. The Compensation Committee s charter provides the Compensation Committee with the authority to retain a compensation consulting firm in its discretion. However, no independent compensation consultant was retained by the Company or the Compensation Committee in connection with determining 2010 compensation.

Compensation Committee Report

The Compensation Committee has reviewed and discussed this Compensation Discussion and Analysis with management. Based on the review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement for filing with the Securities and Exchange Commission.

Compensation Committee

Slade Gorton
Jeanette Horan
Brian Turner (Chairman)

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Summary Compensation Table for 2010

This table shows certain information about the compensation we paid our Chief Executive Officer, our Chief Financial Officer and each of our three other most highly compensated executive officers who were serving as executive officers as of December 31, 2010. These officers are referred to as named executive officers.

Name and Principal Position	Fiscal Year	Salary ($)	Bonus ($)	Stock Awards ($)(1)	Option Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)(2)	All Other Compensation ($)(3)(4)	Total ($)
Alexander Y. Tokman	2010	355,392		162,831	357,837		19,738	895,798
President and Chief Executive Officer and Director	2009	347,288		364,344	239,559	245,700	7,350	1,204,241
	2008	347,288		141,514	278,442	140,000	6,900	914,144
Jeff T. Wilson	2010	208,667		39,130	98,866			346,663
Chief Financial Officer	2009	203,804		25,612	67,538	81,600	3,564	382,118
	2008	203,030		34,480	78,697	50,600	6,900	373,707
Thomas M. Walker	2010	233,955		43,979	111,111		6,243	395,288
Vice President, General Counsel and Secretary	2009	229,288		28,787	75,926	91,700	6,244	431,945
	2008	227,907		38,662	88,236	56,900	5,854	417,559
Sridhar Madhavan	2010	214,460		38,833	98,125		6,249	357,667
Vice President Engineering	2009	202,460		25,417	67,014	81,000	6,083	381,974
	2008	200,500		33,430	76,279	50,200	5,835	366,244
Michael L. Fritts	2010	188,542			178,260		3,938	370,740
Vice President, Sales, Marketing & Business Development								

(1) Reflects the fair value of stock and option awards on the grant date in accordance with FASB ASC Topic 718.

(2) Reflects the total amounts awarded under the annual incentive plan during fiscal 2008, 2009 and 2010, which are discussed in more detail under the heading Incentive Bonus in the Compensation Discussion and Analysis above. Amounts awarded for each year were paid following the Compensation Committee s review of performance targets under the plan. Total amounts earned with respect to 2008 were paid in stock options of the Company to participants on April 23, 2009 Alexander Tokman, Jeff Wilson, Thomas Walker and Sridhar Madhavan were awarded 70,000, 25,300, 28,450 and 25,100 stock options, respectively. One-half of the amounts earned with respect to 2009 were paid in cash and one-half of the amounts were paid in additional stock options of the Company, except for Alexander Tokman who received 54% of the amount earned with respect to 2009 in cash and the remainder in additional stock options of the Company. Alexander Tokman, Jeff Wilson, Thomas Walker and Sridhar Madhavan were awarded 47,021, 17,000, 19,104 and 16,875 stock options respectively. There were no amounts awarded with respect to fiscal 2010.

(3) Perquisites and other personal benefits are valued on an aggregate incremental cost basis. All figures shown below in footnote 4 represent the direct dollar cost incurred in providing these perquisites and other personal benefits to the named executive officers.

(4) The table below shows all other amounts under All Other Compensation for fiscal 2008, 2009 and 2010:

Name and Principal Position	Fiscal Year	Perquisites and Personal Benefits(1)	Employer contribution to 401(k) account(2)
Alexander Y. Tokman	2010	12,388	7,350
	2009		7,350
	2008		6,900
Jeff T. Wilson	2010		

	2009	3,564
	2008	6,900
Thomas M. Walker	2010	6,243
	2009	6,244
	2008	5,854
Sridhar Madhavan	2010	6,249
	2009	6,083
	2008	5,835
Michael L. Fritts	2010	3,938

(1) The amounts for Mr. Tokman represent $9,661 and $2,727 in actual amounts reimbursed for temporary housing expenses and health club dues, respectively.

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(2) This column represents the amount of matching contributions made to our qualified 401(k) retirement plan for each of our named executive officers.

Grants of Plan-Based Awards During 2010

The following table shows grants of plan based awards to our named executive officers in 2010.

Name	Grant Date	Estimated Possible Payments Under Non-Equity Incentive Plan Awards Target ($)	All Other Stock Awards: Number of Shares of Stock or Units (#)(1)	All Other Option Awards: Number of Securities Underlying Options (#)(2)	Exercise or Base Price of Option Awards ($/ Sh)(3)	Grant Date Fair Value Of Stock and Option Awards ($)(4)
Alexander Y. Tokman	04/26/2010		47,751	158,440	3.41	520,668
	04/26/2010	233,638				
Jeff T. Wilson	04/26/2010		11,475	43,775	3.41	192,016
	04/26/2010	84,400				
Thomas M. Walker	04/26/2010		12,897	49,197	3.41	215,824
	04/26/2010	94,515				
Sridhar Madhavan	04/26/2010		11,388	43,447	3.41	190,556
	04/26/2010	88,184				
Michael L. Fritts	03/05/2010			100,000(5)	2.69	178,260
	04/26/2010	90,000				

(1) Messrs. Tokman, Wilson, Walker and Madhavan were awarded 47,751, 11,475, 12,897 and 11,388 shares of stock which vest on the third anniversary of the date of grant.

(2) Messrs. Tokman, Wilson, Walker and Madhavan were awarded 47,021, 17,000, 19,104 and 16,875 stock options, respectively, fully vested upon date of grant with ten year terms, in lieu of the Incentive Bonus amounts earned with respect to 2009. The remaining option awards vest 25% in annual installments beginning on the first anniversary of the date of grant and expire ten years after the date of grant.

(3) All option awards were granted with an exercise price equal to the closing price of our common stock on the NASDAQ Global Market on the date of grant.

(4) Reflects the fair value of option and stock awards on the date of grant in accordance with FASB ASC Topic 718.

(5) Mr. Fritts was awarded 100,000 stock options upon hire. The option award vested 25% on 3/5/2011. The remaining shares were cancelled upon termination on 3/7/2011.

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Outstanding Equity Awards at Year-End 2010

The following table shows outstanding equity awards for our named executive officers as of December 31, 2010.

		Option Awards				Stock Awards		
Name		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date		Number of Shares of Stock That Have Not Vested (#)	Market Value of Shares of Stock That Have Not Vested ($)
Alexander Y. Tokman	1	300,000		2.77	07/07/2015			
	3	380,000		3.43	04/13/2016			
	3	300,000		4.46	04/13/2016			
	2	161,814	53,936	4.39	04/19/2017			
	2	74,036	74,035	2.23	03/25/2018	5	63,459	2.23
	4	68,750		2.23	03/25/2018	5	57,303	1.86
	2	33,427	100,280	1.86	04/23/2019	6	55,000	1.44
	4	70,000		1.86	04/23/2019	7	110,000	1.44
	2		111,419	3.41	04/26/2020	5	47,751	3.41
	4	47,021		3.41	04/26/2020			
Jeff T. Wilson	3	7,510		2.77	10/24/2011			
	3	24,500		2.77	04/01/2012			
	3	78,629		2.77	06/13/2013			
	3	10,000		3.43	04/05/2016			
	2	80,712	26,902	4.39	04/19/2017			
	2	18,040	18,038	2.23	03/25/2018			
	4	25,203		2.23	03/25/2018			
	2	8,033	24,097	1.86	04/23/2019	5	15,462	2.23
	4	25,300		1.86	04/23/2019	5	13,770	1.86
	2		26,775	3.41	04/26/2020	5	11,475	3.41
	4	17,000		3.41	04/26/2020			
Thomas M. Walker	3	120,000		2.77	05/07/2012			
	3	40,000		3.43	04/05/2016			
	2	81,006	27,002	4.39	04/19/2017			
	2	20,226	20,227	2.23	03/25/2018			
	4	28,256		2.23	03/25/2018			
	2	9,028	27,085	1.86	04/23/2019	5	17,337	2.23
	4	28,450		1.86	04/23/2019	5	15,477	1.86
	2		30,093	3.41	04/26/2020	5	12,897	3.41
	4	19,104		3.41	04/26/2020			
Sridhar Madhavan	3	40,000		3.43	05/12/2016			
	2	61,500	20,500	4.39	04/19/2017			
	2	17,490	17,489	2.23	03/25/2018			
	4	24,419		2.23	03/25/2018			
	2	7,971	23,914	1.86	04/23/2019	5	14,991	2.23
	4	25,100		1.86	04/23/2019	5	13,665	1.86
	2		26,572	3.41	04/26/2020	5	11,388	3.41
	4	16,875		3.41	04/26/2020			
Michael L. Fritts	2		100,000	2.69	03/05/2020			

(1) The indicated option vested 20% on the grant date and 20% on each subsequent annual anniversary of the grant date.

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(2) The indicated option vests 25% on each anniversary of the grant date.
(3) The indicated options vested 25% on the grant date and 25% on each subsequent anniversary of the grant date.
(4) The indicated options vested 100% on the date of grant.
(5) The indicated stock awards vest 100% on the third anniversary of the date of grant.
(6) The indicated stock award vests 100% the later of the third anniversary of the date of grant or the first day thereafter that the officer is not in a closed window period under our insider trading policy.
(7) The indicated stock award vests based on satisfying both service and performance conditions. The award will vest on the later of April 7, 2012 or the first day thereafter that the officer is not in a closed window under our insider trading policy, assuming the officer is still employed and based on the prior achievement of an operational milestone.

Option Exercises and Stock Vested During 2010

None of our named executive officers exercised stock options during 2010. None of our named executive officer had stock awards vest during 2010.

Potential Payments upon Termination or Change in Control

All of our named executive officers, except for Alexander Tokman, are employed at will and do not have employment agreements. Mr. Tokman s employment agreement is summarized below. Under the 2006 Incentive Plan, 100% of each of the named executive officers options which have not been exercised will become fully vested and immediately exercisable upon a change of control of the Company that does not result in an assumption, substitution or pay off of such award by the acquiring company. In addition, 100% of each named executive officers restricted stock units will become fully vested upon a change of control at the Company.

The following table sets forth aggregate estimated payment obligations to each of our named executive officers assuming a termination without cause, or a change in control, occurred on December 31, 2010.

	Payments Due in Connection with a Termination of Employment without Cause or for Good Reason	Payments Due in Connection with a Change of Control and Termination of Employment without Cause or for Good Reason	Payments Due in Connection with Change in Control
Alexander Y. Tokman	810,946	1,611,002	620,334
Jeff T. Wilson			75,715
Thomas M. Walker			85,022
Sridhar Madhavan			74,482
Michael L. Fritts			

(1) We used the following assumptions to calculate these payments:

We included the estimated intrinsic value of accelerating any award of stock options or awards that are accelerated upon a change in control. In the case of a change in control, we assumed that all such awards would be cashed out at closing using the closing price of our common stock on the NASDAQ Global Market on December 31, 2010, which was $1.86 per share. See the table titled Outstanding Equity Awards at Fiscal Year-End 2010 for information regarding unvested equity awards.

Employment Agreement

Payment upon Termination. Under Mr. Tokman s employment agreement with the Company dated April 7, 2009, if he dies, becomes disabled, retires, terminates his employment other than for good reason or is

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terminated by us for cause, he will be provided his earned but unpaid base salary, earned but unused vacation time, any bonus compensation for the prior year which is unpaid on the date of termination to the extent bonuses are paid to other officers, 18 months of certain group and medical benefits for Mr. Tokman s family and any business expenses which have not yet been reimbursed by us. If we terminate him other than for cause, or if he terminates his employment for good reason, he will receive, in addition to the amounts listed in the foregoing sentence, his base salary for 18 months following the date of his termination, plus an amount equal to his target bonus for the year prior to the termination, and we will continue to pay certain group medical and dental expenses in that 18-month period. We do not accelerate the vesting of equity incentives for our executive officers in the event of a termination of employment. In the event of a change in control of the Company, all unvested stock options vest upon the change in control if the change in control does not result in an assumption, substitution or pay off of such award by the acquiring company, and the Compensation Committee has the discretion to remove the vesting restrictions on all unvested restricted shares.

In determining whether a termination occurred with or without cause, cause is deemed to exist under Mr. Tokman s employment agreement when there is a repeated willful failure to perform or gross negligence in the performance of his duties; fraud, embezzlement or other dishonesty with respect to us; a material breach of his obligations of confidentiality, non-competition, or non-solicitation against us; or commission of a felony or other crime involving moral turpitude.

In determining whether Mr. Tokman has good reason to terminate his employment, good reason is deemed to exist when: we have failed to continue him in a certain position; there is a substantial diminution in the nature and scope of his responsibilities; there is a material failure of us to provide him with base salary and benefits, excluding an inadvertent failure which is cured within a certain time period; or his office is relocated more than thirty-five miles from the then-current location of our principal offices without his consent. Mr. Tokman may only terminate his employment for good reason if he (a) gives notice to us within ninety (90) days of the initial occurrence of the event or condition constituting good reason, setting forth in reasonable detail the nature of such good reason; (b) we fail to cure within thirty (30) days following such notice; and (c) Mr. Tokman terminates his employment within thirty (30) days following the end of the thirty (30)-day cure period (if we fail to cure).

Payment upon a Change in Control. In the event of a change of control and the termination of Mr. Tokman s employment other than for cause by us within two years following a change of control or if Mr. Tokman terminates his employment for good reason within six months following a change of control, we must pay Mr. Tokman an amount equal to two times the sum of one year of base salary plus a payment equal to his target bonus. The foregoing amount will be paid in a single lump sum. We must also pay the full cost of Mr. Tokman s continued participation in our group health and dental plans for two years or, if less, for so long as he remains entitled to continue such participation under applicable law. In addition, 100% of his options, restricted stock or other equity awards which have not been exercised and have not expired or been surrendered or cancelled, will become exercisable in accordance with the applicable award agreement.

Our obligation to pay the severance amounts mentioned in this Payments upon a Termination or Change in Control section is subject to Mr. Tokman signing an employee release. Also, Mr. Tokman must comply with certain confidential information and assignment of intellectual property obligations. Further, Mr. Tokman is subject to a non-compete and non-solicit obligation for 12 months following his termination.

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Director Compensation for 2010

The following table provides information concerning our non-employee directors during 2010. Alexander Tokman was not paid additional compensation for his service as director and his compensation is fully reflected in the other tables contained in this report.

Name	Fees Earned or Paid in Cash ($)	Option Awards ($)(1)(2)	Total ($)
Richard A. Cowell	44,611	29,712	74,323
Slade Gorton	44,611	29,712	74,323
Jeanette Horan	42,611	29,712	72,323
Perry Mulligan	28,611	55,686	84,297
Brian Turner	49,611	29,712	79,323

(1) Reflects the fair value of option awards on the grant date in accordance with FASB ASC Topic 718

(2) The following table shows the number of outstanding shares underlying option and stock awards for each of our non-employee directors as of December 31, 2010:

Name	Option Awards (#)	Stock Awards (#)(3)
Richard A. Cowell	158,867	7,092
Slade Gorton	135,000	7,092
Jeanette Horan	105,000	7,092
Perry Mulligan	30,000	
Brian Turner	105,000	7,092

(3) The indicated awards represent one-half of each non-employee directors annual fee for 2008, which was paid in shares of common stock. Each non-employee director is granted a nonstatutory option to purchase 15,000 shares of common stock on the date on which he or she is first elected or appointed to the Board of Directors. These options are fully vested and immediately exercisable upon the date of grant. Each non-employee director also receives, upon his or her initial appointment or election and upon each subsequent reelection to the Board of Directors, an option to purchase 15,000 shares that will vest in full on the earlier of (i) the day prior to the date of our annual meeting of shareholders next following the date of grant, or (ii) one year from the date of grant, provided the non-employee director continues to serve as a director on the vesting date. If a non-employee director ceases to be a director for any reason other than death or disability before his or her term expires, then any outstanding unvested options issued to such Independent Director will be forfeited. Options vested as of the date of termination for any reason other than death or disability are exercisable through the date of expiration. The exercise price for each option is equal to the closing price of our common stock as reported on the NASDAQ Global Market on the date of grant. The options generally expire on the tenth anniversary of the date of grant.

In addition, each non-employee director generally receives the following cash compensation for his or her service as a director:

A fee of $20,000 that accrues as of the date of appointment or election to the Board of Directors, and as of the date of each subsequent reelection;

A fee of $3,000 for the Board chair or $2,000 per director for each Board meeting attended by the director; and

A fee of $3,000 for the committee chair or $2,000 per committee member for each committee meeting attended by the director that is held on a day other than a day on which a Board meeting is held.

All directors are reimbursed for reasonable travel and other out-of-pocket expenses incurred in attending meetings of the Board of Directors.

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INFORMATION ABOUT MICROVISION COMMON STOCK OWNERSHIP

Security Ownership of Certain Beneficial Owners and Management

The following table shows as of April 19, 2011, the number of shares of our common stock owned beneficially by our directors and nominees, the named executive officers, and all directors and executive officers as a group and each persons known by us to own beneficially more than 5% of our outstanding common stock.

Name of Beneficial Owner	Number of Shares (1)	Percent of Common Stock (2)
Alexander Y. Tokman (3)	1,703,242	1.6%
Jeff T. Wilson (4)	361,937	*
Thomas M. Walker (5)	425,073	*
Sridhar Madhavan (6)	255,705	*
Michael L. Fritts (7)	41,600	*
Richard A. Cowell (8)	175,659	*
Slade Gorton (9)	144,092	*
Jeanette Horan (10)	115,592	*
Perry Mulligan (11)	41,638	*
Brian Turner (12)	112,092	*
Max Display Enterprises Limited (13)	10,095,299	9.6%
Blackrock, Inc. (14)	5,396,226	5.1%
All executive officers and directors as a group (11 persons) (15)	3,376,630	3.2%

* Less than 1% of the outstanding shares of common stock.

(1) Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Shares of common stock subject to options or warrants that are currently exercisable or convertible or may be exercised or converted within sixty days are deemed to be outstanding and to be beneficially owned by the person holding these options or warrants for the purpose of computing the number of shares beneficially owned and the percentage of ownership of the person holding these securities, but are not outstanding for the purpose of computing the percentage ownership of any other person or entity. Subject to community property laws where applicable, and except as otherwise noted, we believe that each shareholder named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned thereby.

(2) Percentage of common stock is based on 105,092,163 shares of common stock outstanding as of April 19, 2011.

(3) Includes 1,587,283 shares issuable upon exercise of options.

(4) Includes 345,575 shares issuable upon exercise of options.

(5) Includes 399,736 shares issuable upon exercise of options.

(6) Includes 237,214 shares issuable upon exercise of options.

(7) Includes 25,000 shares issuable upon exercise of options.

(8) Includes 158,867 shares issuable upon exercise of options.

(9) Includes 135,000 shares issuable upon exercise of options.

(10) Includes 105,000 shares issuable upon exercise of options.

(11) Includes 41,638 shares issuable upon exercise of options.

(12) Includes 105,000 shares issuable upon exercise of options.

(13) Based on information set forth in a Form 3 filed with the SEC on June 30, 2009 by Max Display Enterprises Limited and Walsin Lihwa. Includes 2,019,060 shares issuable upon exercise of warrants.

(14) Based on information set forth in a Schedule 13G filed with the SEC on February 7, 2011 by Blackrock, Inc.

(15) Includes 3,140,313 shares issuable upon exercise of options.

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CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Under the Code of Conduct adopted by us, officers, directors and employees must avoid even the appearance of a conflict of interest. Under the Code of Ethics for MicroVision Executives we have adopted, our chief executive officer, chief financial officer and other senior operating and financial executives must report any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest. We also review questionnaires completed by all directors and executive officers for potential related-person transactions between us and related persons. The Board s Audit Committee is responsible for review, approval, or ratification of related-person transactions. The Audit Committee determines whether the related person has a material interest in a transaction and may approve, ratify, rescind, or take other action with respect to the transaction in its discretion.

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AUDIT COMMITTEE REPORT

Review of the Company s Audited Financial Statements

The Audit Committee serves as the representative of the Board for general oversight of Company s financial accounting and reporting, systems of internal control, audit process, and monitoring compliance with laws and regulations and standards of business conduct. Management has responsibility for preparing Company s financial statements, as well as for Company s financial reporting process. PricewaterhouseCoopers LLP, acting as an independent registered public accounting firm, is responsible for expressing an opinion on the conformity of Company s audited financial statements with generally accepted accounting principles.

The Audit Committee has reviewed and discussed the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2010 with the Company s management, and management represented to the Audit Committee that the Company s consolidated financial statements were prepared in conformity with generally accepted accounting principles. The Audit Committee has discussed with PricewaterhouseCoopers LLP, the Company s independent auditors for the fiscal year ended December 31, 2010, the matters required to be discussed by the Statement on Auditing Standards No. 61, as amended (Communication with Audit Committees).

The Audit Committee received from PricewaterhouseCoopers LLP the written disclosures and the letter required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees) and discussed with the firm its independence. Based on the review and discussions noted above, and subject to the limitations on the role and responsibilities of the Audit Committee referred to in the Charter of the Audit Committee, the Audit Committee recommended to the Board that the Company s audited consolidated financial statements be included in the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2010 for filing with the SEC.

This report of the Audit Committee shall not be deemed to be incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates this information by reference.

Audit Committee

Richard A. Cowell, Chairman

Jeanette Horan

Perry M. Mulligan

Brian Turner

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our independent auditors, PricewaterhouseCoopers LLP, billed the following fees to us for audit and other services for the fiscal years 2010 and 2009:

Audit Fees

The aggregate fees billed for professional services rendered by PricewaterhouseCoopers LLP for the audit of our annual financial statements and the reviews of the financial statements included in our Quarterly Reports on Form 10-Q were $401,850 for the year ended December 31, 2010 and were $414,100 for the year ended December 31, 2009.

Audit Related Fees

There were no fees for audit related services in 2010 or 2009.

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Tax Fees

There were no fees for tax services, including federal and state tax compliance, tax advice and tax planning in 2010 or 2009.

All Other Fees

Fees for all other services not described above totaled $1,500 in each of 2010 and 2009 for a subscription to an online accounting research tool.

The Audit Committee has considered whether the provision of services under the heading All Other Fees is compatible with maintaining the accountants independence and has determined that it is consistent with such independence.

Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditor

The Audit Committee pre-approves all audit services and all permitted non-audit services by the independent auditors. The Audit Committee has delegated the authority to take such action between meetings to the Audit Committee chairman, who reports the decisions made to the full Audit Committee at its next scheduled meeting.

The Audit Committee evaluates whether our use of the independent auditors for permitted non-audit services is compatible with maintaining the independence of the independent auditors. The Audit Committee s policies prohibit us from engaging the independent auditors to provide any services relating to bookkeeping or other services related to accounting records or financial statements, financial information systems design and implementation, appraisal or valuation services, fairness opinions or contribution-in-kind reports, actuarial services, or internal audit outsourcing services unless it is reasonable to conclude that the results of these services will not be subject to audit procedures. The Audit Committee s policies completely prohibit us from engaging the independent auditors to provide any services relating to any management function, expert services not related to the audit, legal services, broker-dealer, investment adviser, or investment banking services or human resource consulting.

INFORMATION ABOUT SHAREHOLDER PROPOSALS

In order for a shareholder proposal to be considered for inclusion in the Company s proxy statement for the 2012 Annual Meeting, the written proposal must be received by the Company no later than December 30, 2011. Shareholder proposals must comply with SEC regulations regarding the inclusion of shareholder proposals in company sponsored proxy materials and must contain the information required in the Company s bylaws for shareholder proposals. If you wish to obtain a free copy of the Company s bylaws, please contact Investor Relations, MicroVision, Inc., 6222 185th Avenue NE, Redmond, Washington 98052.

If a shareholder proposal is not included in the Company s proxy statement for the 2012 Annual Meeting, it may be raised from the floor during the meeting if written notice of the proposal is received by the Company not less than 60 nor more than 90 days prior to the meeting or, if less than 60 days notice of the date of the meeting is given, by the close of business on the 10th business day following the first public announcement of the meeting.

You also may propose candidates for consideration by the Nominating Committee for nomination as directors by writing to us. In order to nominate a director for election at next year s annual meeting of shareholders, you must comply with the Director recommendation procedures described on page 9.

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ADDITIONAL INFORMATION

Annual Report

The Company s Annual Report for the fiscal year ended December 31, 2010, was first made available to the shareholders of the Company with this Proxy Statement on or about April 28, 2011. The Annual Report is not to be treated as part of the proxy solicitation material or as having been incorporated by reference herein.

Incorporation by Reference

To the extent that this Proxy Statement is incorporated by reference into any other filing by the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934, the sections of this Proxy Statement entitled Compensation Committee Report and Audit Committee Report will not be deemed incorporated, unless otherwise specifically provided in such filing.

A copy of the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2010, as filed with the SEC may be obtained by shareholders without charge by written or oral request to Investor Relations, MicroVision, Inc., 6222 185th Avenue NE, Redmond, Washington 98052, telephone (425) 936-6847, or may be accessed on the Internet at *www.sec.gov*.

Householding

Only one copy of the Notice of Internet Availability of Proxy Materials is being delivered to shareholders residing at the same address, unless such shareholders have notified the Company of their desire to receive multiple copies. The Company will promptly deliver, upon oral or written request, a separate copy of the Notice of Internet Availability of Proxy Materials to any shareholder residing at an address to which only one copy was mailed. Requests for additional copies should be directed to Investor Relations. Shareholders residing at the same address and currently receiving only one copy of the Notice of Internet Availability of Proxy Materials may contact Investor Relations to request multiple copies of the proxy statement in the future. Shareholders residing at the same address and currently receiving multiple copies of the Notice of Internet Availability of Proxy Materials may contact Investor Relations to request that only a single copy of the Notice of Internet Availability of Proxy Materials be mailed in the future. Contact Investor Relations by phone at (425) 936-6847, by fax at (425) 936-4415, by mail to Investor Relations, MicroVision, Inc., 6222 185th Avenue NE, Redmond, Washington 98052, or by e-mail to ir@microvision.com.

Voting by Telephone or the Internet

Provision has been made for you to vote your shares of common stock by telephone or via the Internet. You may also vote your shares by mail. Please see the proxy card or voting instruction form accompanying this Proxy Statement for specific instructions on how to cast your vote by any of these methods.

Votes submitted by telephone or via the Internet must be received by 5:00 p.m., Seattle, Washington time, on June 8, 2011. Submitting your vote by telephone or via the Internet will not affect your right to vote in person should you decide to attend the Annual Meeting.

The telephone and Internet voting procedures are designed to authenticate shareholders identities, to allow shareholders to give their voting instructions and to confirm that shareholders instructions have been recorded properly. The Company has been advised that the Internet voting procedures that have been made available to you are consistent with the requirements of applicable law. Shareholders voting via the Internet should understand that there may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, which must be borne by the shareholder.

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