

MICROVISION INC
Form 4
October 28, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HIGHLAND CAPITAL
MANAGEMENT LP

(Last) (First) (Middle)

13455 NOEL ROAD, SUITE 800

(Street)

DALLAS, TX 75240

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/16/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.001 per share | 10/16/2008 | | D | (A) or (D) Price 69,140 (1) (2) | \$ 1.4 5,295,667 | I (3) (4) | See Footnotes |
| Common Stock, par value \$0.001 per share | 10/17/2008 | | D | (A) or (D) Price 260,074 (1) (2) | \$ 1.41 5,035,593 | I (3) (4) | See Footnotes |
| Common Stock, par | 10/20/2008 | | D | (A) or (D) Price 41,462 (1) (2) | \$ 1.48 4,994,131 | I (3) (4) | See Footnotes |

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value
\$0.001 per
share

Common
Stock, par
value 10/21/2008
\$0.001 per
share

D 27,500
(1) (2) D \$ 1.5 4,966,631 I (3) (4)

See
Footnotes

Common
Stock, par
value 10/23/2008
\$0.001 per
share

D 744 (1)
(2) D \$ 1.34 4,965,887 I (3) (4)

See
Footnotes

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

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HIGHLAND CAPITAL MANAGEMENT LP
13455 NOEL ROAD
SUITE 800
DALLAS, TX 75240

X

X

DONDERO JAMES D
 13455 NOEL ROAD
 SUITE 800
 DALLAS, TX 75240

Strand Advisors, Inc.
 13455 NOEL ROAD
 SUITE 800
 DALLAS, TX 75240

X

Signatures

/s/ James D.
 Dondero 10/28/2008

 **Signature of
 Reporting Person Date

James D.
 Dondero 10/28/2008

 **Signature of
 Reporting Person Date

James. D.
 Dondero 10/28/2008

 **Signature of
 Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This statement is filed by and on behalf of each of the following persons (collectively, the "Reporting Persons"): (i) Highland Capital Management L.P. ("Highland Capital"); (ii) Strand Advisors, Inc. ("Strand"); and (iii) James D. Dondero.

Highland Capital is acting as investment adviser and/or manager to other persons (the "Funds"), it may be deemed to beneficially own shares owned and/or held by and/or for the account of and/or for the benefit of other persons, including the Funds. Strand is the general partner of Highland Capital; it may be deemed to beneficially own shares owned and/or held by and/or for the account of and/or for the benefit of Highland Capital. Mr. Dondero is the President and a director of Strand; he may be deemed to beneficially own shares owned and/or held by and/or for the account of and/or for the benefit of Strand.

(3) Each of the Reporting Persons declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

(4) Each of the Reporting Persons may be deemed to be a member of a group with respect to the issuer or securities of the issuer for the purposes of Section 13(d) or 13(g) of the Act. Each of the Reporting Persons declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of the issuer or otherwise with respect to the issuer or any securities of the issuer or (ii) a member of any group with respect to the issuer or any securities of the issuer.

Remarks:

Exhibit 99.1 Joint Filer Agreement

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

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