

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Travers Paul J		2. Issuer Name and Ticker or Trading Symbol Vuzix Corp [VZX:TSXV]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President				
(Last) (First) (Middle) 75 TOWN CENTRE DR		3. Date of Earliest Transaction (Month/Day/Year) 12/23/2010						
(Street) ROCHESTER, NY 14623		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person				
(City) (State) (Zip)		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				Amount	(A) or (D) Price	70,239,611	D	
Common Stock						834,285	I	by Travers Family LLC (U)

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

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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 Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Option - right to buy	\$ 0.0088						(2)	09/02/2012	Common Stock	188,576		188,576	D		
Option - right to buy	\$ 0.0297						(3)	01/02/2013	Common Stock	1,485,232		1,485,232	D		
Option - right to buy	\$ 0.15						(4)	05/02/2019	Common Stock	60,000		60,000	I	by son	
Common Stock Warrant - right to buy	\$ 0.0996	12/23/2010		A		1,034,633		12/23/2010	12/23/2014	Common Stock	1,034,633	\$ 0	1,034,633	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Travers Paul J 75 TOWN CENTRE DR ROCHESTER, NY 14623	X	X	President	

Signatures

/s/ Paul J. Travers 12/28/2010

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).

The Reporting Person owns a 50% membership interest in Travers Family LLC. The Reporting Person disclaims beneficial ownership, (1) within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, of the portion of these shares in which the Reporting Person has no actual pecuniary interest.

(2) The option was granted under the Issuer's 1997 Incentive Compensation Plan on September 3, 2002 and vested over four years from the date of grant.

(3) The option was granted under the Issuer's 1997 Incentive Compensation Plan on January 3, 2003 and vested on December 31, 2003.

(4) The option was granted under the Issuer's 2007 Amended and Restated Stock Option Plan on May 2, 2009 and vests in equal monthly installments over four years from the date of grant.

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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