U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 4

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

Thornton John M. (Last) (First) (Middle)

2125 Evergreen Street (Street)

San Diego CA 92106 (City) (State) (Zip)

- 2. Issuer Name and Ticker or Trading Symbol: Mitek Systems, Inc. MITK
- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Statement for Month/Year: October 1997
- 5. If Amendment, Date of Original (Month/Day/Year)
- 6. Relationship of Reporting Person to Issuer (Check all applicable)

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/ x/ Director / x/ 10% Owner / / Officer (give title below) / / Other (Specify below)
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficiallly Owned

1.	Title of Security (Instr. 3)	2. Transaction Date (Month/ Day/Year)	3. Transaction Code (Instr. 8) Code V	4. Securities Acquired (A) or Disposed (D) (Instr. 3, 4 and 5) Amount (A) Price (D)
	Common Stock	10/13/97	J	1,000,000 D \$1.00
	Common Stock	10/13/97	J	700,000 D \$1.50
		5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		2,749,959	I	Trust
		2,749,959	I	Trust
		2,749,959	I	Trust

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

If the form is filed by more than one reporting person, see Instruction 5(b)(v).

Table II: Derivative Security Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2. Conversions 3. Transaction 4. Transaction Code or Exercise Price Date (Month/ (Instr. 8) of Derivative Security

2. Conversions 3. Transaction 4. Transaction Code Date (Month/ (Instr. 8) Day/Year)

5. Number of6. Date Exercisable andDerative Securities Expiration Date (Month/Day/Year)

Acquired (A) or Disposed of (D) Date Exercisable Expiration Date (Instr. 3, 4 and 5)

Amount (A) or (D)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

Title Amount or Number of Shares

8. Price of 9. Number of Derative Securities Beneficially (Instr. 5) 0wned at End of Month (Instr. 4)

10. Ownership Form
of Derative Security:
Direct (D) or Indirect
(I) (Instr. 4)

11. Nature of Indirect
Beneficial Ownership
(Instr. 4)

Explanation of Responses:

Pursuant to a Stock Option Agreement dated October 13, 1997, the Trust an co-Trustees granted an option to purchase an aggregate of 1,700,000 shares of common stock to five optionees. 1,000,000 shares are exercisable at \$1.00 per share and the option expires on April 13, 1998. 700,000 shares are exercisable at \$1.50 per share and the option expires on October 13, 1998. The Stock Option Agreement and further details regarding this transaction are included in a Schedule 13D which was filed on behalf of the Trust and the co-Trustees with the Securities and Exchange Commission on October 23, 1997.

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

/s/ John M. Thornton

John M. Thornton Signature of Reporting Person