

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>THORNTON JOHN M</u> (Last) (First) (Middle) 8911 BALBOA AVE., SUITE B (Street) SAN DIEGO CA 92123 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MITEK SYSTEMS INC [MITK]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/14/2012	
		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

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)
			Code	V	Amount	(A) or (D)	Price			
Common stock	11/14/2012		A		25,000 ⁽¹⁾	A	\$0	144,613 ⁽²⁾	D	
Common stock	11/14/2012		A		25,000 ⁽³⁾	A	\$0	122,307 ⁽⁴⁾	D	
Common stock								2,143,584	I	Trust ⁽⁵⁾
Common stock								15,000	I	Foundation ⁽⁵⁾⁽⁶⁾

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>THORNTON JOHN M</u> (Last) (First) (Middle) 8911 BALBOA AVE., SUITE B (Street) SAN DIEGO CA 92123 (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>THORNTON SALLY B</u> (Last) (First) (Middle) 8911 BALBOA AVE., SUITE B (Street) SAN DIEGO CA 92123 (City) (State) (Zip)

Explanation of Responses:

- Represents a grant of 25,000 restricted stock units on 11/14/2012 to John M. Thornton. The shares subject to these awards vest over five years from the date of grant in 60 equal monthly installments.
- Comprised of 69,613 shares of common stock and 75,000 shares are subject to restricted stock units, in each case held directly by John M. Thornton. John M. Thornton and Sally B. Thornton are husband and wife and Mrs. Thornton has beneficial ownership of these shares.
- Represents a grant of 25,000 restricted stock units on 11/14/2012 to Sally B. Thornton. The shares subject to these awards vest over five years from the date of grant in 60 equal monthly installments.

4. Comprised of 47,307 shares of common stock and 75,000 shares are subject to restricted stock units, in each case held directly by Sally B. Thornton. Mr. Thornton has beneficial ownership of these shares.
5. Mr. and Mrs. Thornton are co-trustees.
6. Mr. and Mrs. Thornton beneficially own an aggregate of 2,425,504 shares of common stock as set forth in this Form 4.

/s/ Fred Hutton, by power of attorney

11/16/2012

** Signature of Reporting Person

Date

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 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).

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

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 Number.