

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
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1. Name and Address of Reporting Person * <u>THORNTON JOHN M</u> <hr/> (Last) (First) (Middle) 8911 BALBOA AVE., SUITE B <hr/> (Street) SAN DIEGO CA 92123 <hr/> (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) 02/20/2013	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/20/2013		M ⁽¹⁾		25,000	A	\$0.79	169,613 ⁽²⁾	D	
Common Stock	02/20/2013		F		13,569 ⁽¹⁾	D	\$4.18	156,044 ⁽³⁾	D	
Common Stock	02/20/2013		M ⁽⁴⁾		25,000	A	\$0.79	147,307 ⁽⁵⁾	D	
Common Stock	02/20/2013		F		4,725 ⁽⁴⁾	D	\$4.18	142,582 ⁽⁶⁾	D	
Common Stock								2,143,584	I	Trust ⁽⁷⁾
Common Stock								15,000	I	Foundation ⁽⁷⁾⁽⁸⁾

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						Title
Stock Option (right to buy)	\$0.79	02/20/2013		M			25,000	(9)	02/24/2013	Common Stock	25,000	\$0	0.00	D	
Stock Option (right to buy)	\$0.79	02/20/2013		M			25,000	(9)	02/24/2013	Common Stock	25,000	\$0	0.00	D	

1. Name and Address of Reporting Person *
THORNTON JOHN M

 (Last) (First) (Middle)
 8911 BALBOA AVE., SUITE B

 (Street)
 SAN DIEGO CA 92123

 (City) (State) (Zip)

1. Name and Address of Reporting Person *
THORNTON SALLY B

 (Last) (First) (Middle)
 8911 BALBOA AVE., SUITE B

 (Street)

(Street)
SAN DIEGO CA 92123

(City) (State) (Zip)

Explanation of Responses:

1. Represents the exercise of a non-qualified stock option, granted February 24, 2010, to purchase 25,000 shares of common stock under the cashless exercise method, resulting in the issuance of 11,431 shares of common stock to the reporting person and the cancellation of the remaining 13,569 shares in consideration of the issuance, after disposition of shares to pay withholding taxes.
2. Comprised of 94,613 shares of common stock and 75,000 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.
3. Comprised of 81,044 shares of common stock and 75,000 restricted stock units, in each case held directly by John M. Thornton. Mrs. Thornton has beneficial ownership of these shares.
4. Represents the exercise of a non-qualified stock option, granted February 24, 2010, to purchase 25,000 shares of common stock under the cashless exercise method, resulting in the issuance of 20,275 shares of common stock to the reporting person and the cancellation of the remaining 4,725 shares in consideration of the issuance.
5. Comprised of 72,307 shares of common stock and 75,000 restricted stock units, in each case held directly by Sally B. Thornton. Mr. Thornton has beneficial ownership of these shares.
6. Comprised of 67,582 shares of common stock and 75,000 restricted stock units, in each case held directly by Sally B. Thornton. Mr. Thornton has beneficial ownership of these shares.
7. Mr. and Mrs. Thornton are co-trustees.
8. Mr. and Mrs. Thornton beneficially own an aggregate of 2,457,210 shares of common stock as set forth in this Form 4.
9. Option fully vested on date of grant.

/s/ Fred Hutton, by power of attorney 02/22/2013

** 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.