

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>DEBELLO JAMES B</u> (Last) (First) (Middle) <u>MITEK SYSTEMS, INC.</u> <u>8911 BALBOA AVENUE SUITE B</u> (Street) <u>SAN DIEGO CA 92123</u> (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President & CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2013</u>	
		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	02/13/2013		M		33,520	A	\$1.06	366,853	D	
Common Stock	02/13/2013		S		33,520 ⁽¹⁾	D	\$5	333,333	D	
Common Stock	02/14/2013		M		45,703	A	\$1.06	379,036	D	
Common Stock	02/14/2013		S		45,703 ⁽¹⁾	D	\$5	333,333	D	
Common Stock	02/15/2013		M		82,131	A	\$1.06	415,464	D	
Common Stock	02/15/2013		S		58,964 ⁽¹⁾	D	\$5	356,500	D	
Common Stock	02/15/2013		M		319,000	A	\$0.35	675,500 ⁽²⁾	D	

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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$1.06	02/13/2013		M			33,520	06/19/2003	05/19/2013	Common Stock	33,520	\$0	366,480	D	
Stock Option (Right to Buy)	\$1.06	02/14/2013		M			45,703	06/19/2003	05/19/2013	Common Stock	45,703	\$0	320,777	D	
Stock Option (Right to Buy)	\$1.06	02/15/2013		M			82,131	06/19/2003	05/19/2013	Common Stock	82,131	\$0	238,646	D	
Stock Option (Right to Buy)	\$0.35	02/15/2013		M			319,000	01/04/2008	12/04/2017	Common Stock	319,000	\$0	0	D	

Explanation of Responses:

- This sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on January 4, 2013.
- Comprised of 642,167 shares of common stock and 33,333 shares subject to restricted stock awards held by the reporting person.

/s/ Fred Hutton, by power of attorney 02/15/2013

** 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.