

THORNTON JOHN M
Form 4
February 22, 2013

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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)

2. Issuer Name and Ticker or Trading Symbol
MITEK SYSTEMS INC [MITK]

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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	02/20/2013		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⁾
						15,000	I

Common
Stock

Foundation
(7) (8)

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. Amount or Number of Shares
Stock Option (right to buy)	\$ 0.79	02/20/2013		M	25,000	⁽⁹⁾ 02/24/2013	Common Stock	25,000
Stock Option (right to buy)	\$ 0.79	02/20/2013		M	25,000	⁽⁹⁾ 02/24/2013	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THORNTON JOHN M 8911 BALBOA AVE., SUITE B SAN DIEGO, CA 92123	X			
THORNTON SALLY B 8911 BALBOA AVE., SUITE B SAN DIEGO, CA 92123	X			

Signatures

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

**Signature of Reporting Person

Date

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).

(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.

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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