

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 Sally B.
(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)

/ x/ Director / x/ 10% Owner
/ / Officer (give title below) / / Other (Specify below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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) (D)	Price
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		

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)

1. Title of Derivative Security (Instr. 4)	2. Conversions or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/Year)	4. Transaction Code (Instr. 8)	
	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)		

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
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8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)
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10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Explanation of Responses:

Pursuant to a Stock Option Agreement dated October 13, 1997, the Trust and 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/ Sally B. Thornton

Sally B. Thornton
Signature of Reporting Person