

**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> <hr/> (Last) (First) (Middle) <u>C/O MITEK SYSTEMS, INC.</u> <u>8911 BALBOA AVENUE SUITE B</u> <hr/> (Street) <u>SAN DIEGO CA 92123</u> <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) <u>02/23/2012</u>	
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	02/23/2012		M		27,400 <sup>(1)</sup>	D	\$10.9201	2,459,681	I	See Note <sup>(2)</sup>
Common Stock	02/24/2012		M		184,177 <sup>(1)</sup>	D	\$10.8717	2,275,504	I	See Note <sup>(2)</sup>

**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)		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)					

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


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 (Last) (First) (Middle)  
C/O MITEK SYSTEMS, INC.  
8911 BALBOA AVENUE SUITE B  


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 (Street)  
SAN DIEGO CA 92123  


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 (City) (State) (Zip)

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


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 (Last) (First) (Middle)  
C/O MITEK SYSTEMS, INC.  
8911 BALBOA AVENUE SUITE B  


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 (Street)  
SAN DIEGO CA 92123  


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 (City) (State) (Zip)

**Explanation of Responses:**

- The sales reported on this Form 4 were made pursuant to a Rule 10b5-1 plan adopted by the reporting persons on December 22, 2011.
- Comprised of 25,000 shares held directly by Mr. Thornton, 25,000 shares held directly by Mrs. Thornton and 2,225,504 shares held indirectly through the Thornton Family Trust of 1981. Mr. and Mrs.

Thornton have shared voting and investment control over all of the shares held directly by each of them and the shares held indirectly by their family trust.

/s/ Fred Hutton, by Power of  
Attorney for John M. Thornton 02/27/2012

/s/ Fred Hutton, by Power of  
Attorney for Sally B. Thornton 02/27/2012

\*\* 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.**