

THORNTON JOHN M
Form 4
November 16, 2012

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)
11/14/2012

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common stock	11/14/2012		A		25,000 ⁽¹⁾ \$ 0	D	
Common stock	11/14/2012		A		25,000 ⁽³⁾ \$ 0	D	
Common stock					2,143,584	I	Trust ⁽⁵⁾
Common stock					15,000	I	Foundation ^{(5) (6)}

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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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
 11/16/2012
 **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 a grant of 25,000 restricted stock units on 11/14/2012 to John M. Thornton. The shares subject to these awards vest over five years from the date of grant in 60 equal monthly installments.
- (2) Comprised of 69,613 shares of common stock and 75,000 shares are subject to 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) Represents a grant of 25,000 restricted stock units on 11/14/2012 to Sally B. Thornton. The shares subject to these awards vest over five years from the date of grant in 60 equal monthly installments.
- (4)

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Comprised of 47,307 shares of common stock and 75,000 shares are subject to restricted stock units, in each case held directly by Sally B. Thornton. Mr. Thornton has beneficial ownership of these shares.

(5) Mr. and Mrs. Thornton are co-trustees.

(6) Mr. and Mrs. Thornton beneficially own an aggregate of 2,425,504 shares of common stock as set forth in this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.