

MITEK SYSTEMS INC
Form 4
February 15, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
DEBELLO JAMES B

(Last) (First) (Middle)

**MITEK SYSTEMS, INC., 8911
BALBOA AVENUE 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)
02/13/2013

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)
President & CEO

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	02/13/2013		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

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Common Stock	02/15/2013	S	58,964 <u>(1)</u>	D	\$ 5	356,500	D
Common Stock	02/15/2013	M	319,000	A	\$ 0.35	675,500 <u>(2)</u>	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount 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
Stock Option (Right to Buy)	\$ 1.06	02/14/2013		M	45,703	06/19/2003 05/19/2013	Common Stock 45,703
Stock Option (Right to Buy)	\$ 1.06	02/15/2013		M	82,131	06/19/2003 05/19/2013	Common Stock 82,131
Stock Option (Right to Buy)	\$ 0.35	02/15/2013		M	319,000	01/04/2008 12/04/2017	Common Stock 319,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEBELLO JAMES B MITEK SYSTEMS, INC.	X		President & CEO	

8911 BALBOA AVENUE SUITE B
SAN DIEGO, CA 92123

Signatures

/s/ Fred Hutton, by power of
attorney

02/15/2013

__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) 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.

(2) Comprised of 642,167 shares of common stock and 33,333 shares subject to restricted stock awards held by the reporting person.

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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