

Matsuda Kazuko  
Form 3  
September 27, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Matsuda Kazuko		(Month/Day/Year)	MEDICINOVA INC [MNOV]	
(Last)	(First)	(Middle)	09/01/2011	
C/O MEDICINOVA, INC., Â 4350 LA JOLLA VILLAGE DRIVE, STE. 950			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Medical Officer	
SAN DIEGO, Â CA Â 92122				
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	13,805	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Common Stock Warrant (Right to Buy)	03/29/2011	03/29/2016	Common Stock	9,200	\$ 3.56	D	Â
Options to Purchase Common Stock (Right to Buy)	Â <u>(1)</u>	07/08/2016	Common Stock	8,000	\$ 11.48	D	Â
Options to Purchase Common Stock (Right to Buy)	Â <u>(2)</u>	07/06/2019	Common Stock	37,000	\$ 4.8	D	Â
Options to Purchase Common Stock (Right to Buy)	Â <u>(3)</u>	01/28/2020	Common Stock	11,900	\$ 7.34	D	Â
Options to Purchase Common Stock (Right to Buy)	Â <u>(4)</u>	06/13/2020	Common Stock	20,000	\$ 5.13	D	Â
Options to Purchase Common Stock (Right to Buy)	Â <u>(5)</u>	07/12/2021	Common Stock	75,000	\$ 2.54	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Matsuda Kazuko C/O MEDICINOVA, INC. 4350 LA JOLLA VILLAGE DRIVE, STE. 950 SAN DIEGO, CA 92122	Â	Â	Â Chief Medical Officer	Â

## Signatures

/s/ Kazuko Matsuda  
09/27/2011

\*\*Signature of Reporting Person  
Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The shares subject to the stock option vest and become exercisable over a three (3) year period commencing July 9, 2006, in equal monthly installments.
  - (2) The shares subject to the stock option vest and become exercisable over a four (4) year period commencing July 7, 2009, in equal monthly installments.
  - (3) The shares subject to the stock option vest and become exercisable over a four (4) year period commencing January 29, 2010, in equal monthly installments.

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- (4) The shares subject to the stock option vest and become exercisable over a four (4) year period commencing June 14, 2010, in equal monthly installments.
- (5) The shares subject to the stock option vest and become exercisable over a four (4) year period commencing July 13, 2011, in equal monthly installments.

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.