

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 and Ticker or Trading Symbol | |
| Â Matsuda Kazuko | | (Month/Day/Year) | MEDICINOVA INC [MNOV] | |
| (Last) | (First) | 09/01/2011 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O MEDICINOVA, INC.,Â 4350 LA JOLLA VILLAGE DRIVE, STE. 950 | | | (Check all applicable) | |
| (Street) | | | <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 (specify below) | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | Chief Medical Officer | <input type="checkbox"/> Form filed by More than One Reporting Person |
| SAN DIEGO,Â CAÂ 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 (1) | 07/08/2016 | Common Stock | 8,000 | \$ 11.48 | D | Â |
| Options to Purchase Common Stock (Right to Buy) | Â (2) | 07/06/2019 | Common Stock | 37,000 | \$ 4.8 | D | Â |
| Options to Purchase Common Stock (Right to Buy) | Â (3) | 01/28/2020 | Common Stock | 11,900 | \$ 7.34 | D | Â |
| Options to Purchase Common Stock (Right to Buy) | Â (4) | 06/13/2020 | Common Stock | 20,000 | \$ 5.13 | D | Â |
| Options to Purchase Common Stock (Right to Buy) | Â (5) | 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.