

MEDICINOVA INC
Form 3/A
September 20, 2006

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)

<p>1. Name and Address of Reporting Person *</p> <p>Okajima Masatsune</p> <p>(Last) (First) (Middle)</p> <p>4350 LA JOLLA VILLAGE DRIVE, SUITE 950</p> <p>(Street)</p> <p>SAN DIEGO, CA 92122</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/01/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MEDICINOVA INC [4875 OSE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP and Head of Japanese Office</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>09/06/2006</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

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

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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(Instr. 5)

Stock Option (Right to Buy) ⁽³⁾	Â ⁽¹⁾	07/31/2016	Common Stock	100,000	\$ 1.13 ⁽²⁾	D	Â
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Okajima Masatsune 4350 LA JOLLA VILLAGE DRIVE, SUITE 950 SAN DIEGO, CA 92122	Â	Â	Â VP and Head of Japanese Office	Â

Signatures

/s/ Shintaro Asako, Attorney-in-Fact	09/19/2006
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__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 option vests over a six month period, commencing August 1, 2006, in equal monthly installments.
- (2) The exercise price of this stock option is 129 yen. On the date of grant, the exercise price was equal to \$1.13, based on the exchange rate as found on www.oanda.com.
- (3) This line item is not being amended. It is being re-reported only to gain access to the filing system. This amendment is being filed to correct the "Date of Event Requiring Statement" to be September 1, 2006; and to correct the date of the "Signature of Reporting Person" to be September 6, 2006.

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.