

MEDICINOVA INC

Form 4/A

September 20, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Okajima Masatsune

(Last) (First) (Middle)

4350 LA JOLLA VILLAGE DRIVE,
SUITE 950

(Street)

SAN DIEGO, CA 92122

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

MEDICINOVA INC [4875 OSE]

3. Date of Earliest Transaction
(Month/Day/Year)

09/01/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
09/06/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP and Head of Japanese Office

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(D)	Price

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy) ⁽⁴⁾	\$ 2.26 ⁽¹⁾	09/01/2006	A		150,000		⁽²⁾	08/31/2016	Common Stock	150,000
Stock Option (right to buy) ⁽⁴⁾	\$ 3.41 ⁽³⁾	09/01/2006	A		250,000		⁽²⁾	08/31/2006	Common Stock	250,000

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			VP and Head of Japanese Office	

Signatures

/s/ Shintaro Asako,
Attorney-in-Fact

09/19/2006

 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) The exercise price of this stock option is 265 yen. On the date of grant, the exercise price was equal to \$2.26, based on the exchange rate as found on www.oanda.com.
- (2) The option vests over a four (4) year period commencing September 1, 2006, in equal monthly installments.
- (3) The exercise price of this stock option is 400 yen. On the date of grant, the exercise price was equal to \$3.41, based on the exchange rate as found on www.oanda.com.

- (4) This line item is being amended to correct the "Transaction Date" to be September 1, 2006. This amendment is also being filed to correct the "Date of Earliest Transaction Required to be Reported" 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.