

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Okajima Masatsune</u> (Last) (First) (Middle) C/O MEDICINOVA, INC. 4275 EXECUTIVE SQUARE, SUITE 300 (Street) LA JOLLA CA 92037 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MEDICINOVA INC [MNOV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>VP and Head of Japanese Office</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/28/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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	(A) or (D)	Price			
Common Stock	02/28/2019		M		35,700	A	\$7.34	189,280	D	
Common Stock	02/28/2019		M		85,000	A	\$2.54	274,280	D	
Common Stock	02/28/2019		M		63,750	A	\$2.46	338,030	D	
Common Stock	02/28/2019		M		80,000	A	\$4.1	418,030	D	
Common Stock	02/28/2019		M		42,500	A	\$4.1	460,530	D	
Common Stock	02/28/2019		M		105,000	A	\$2.64	565,530	D	
Common Stock	02/28/2019		M		15,000	A	\$3.24	580,530	D	
Common Stock	02/28/2019		M		105,000	A	\$3.09	685,530	D	
Common Stock	02/28/2019		M		30,000	A	\$3.91	715,530	D	
Common Stock	02/28/2019		M		120,000	A	\$3.91	835,530	D	
Common Stock	02/28/2019		M		100,000	A	\$6.1	935,530	D	
Common Stock	02/28/2019		M		105,000	A	\$7	1,040,530	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$7.34	02/28/2019		M			35,700	(1)	01/28/2020	Common Stock	37,500	\$0	0	D	
Employee Stock Option (Right to Buy)	\$2.54	02/28/2019		M			85,000	(2)	07/12/2021	Common Stock	85,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$2.46	02/28/2019		M			63,750	(3)	08/02/2021	Common Stock	63,750	\$0	0	D	
Employee Stock Option (Right to Buy)	\$4.1	02/28/2019		M			80,000	(4)	05/12/2023	Common Stock	80,000	\$0	0	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$4.1	02/28/2019		M			42,500	(5)	05/12/2023	Common Stock	42,500	\$0	0	D	
Employee Stock Option (Right to Buy)	\$2.64	02/28/2019		M			105,000	(6)	12/11/2023	Common Stock	105,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$3.24	02/28/2019		M			15,000	(7)	12/03/2024	Common Stock	15,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$3.09	02/28/2019		M			105,000	(8)	01/06/2025	Common Stock	105,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$3.91	02/28/2019		M			30,000	(9)	01/06/2026	Common Stock	30,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$3.91	02/28/2019		M			120,000	(10)	01/06/2026	Common Stock	120,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$6.1	02/28/2019		M			100,000	(11)	01/17/2027	Common Stock	100,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$7	02/28/2019		M			105,000	(12)	01/05/2028	Common Stock	105,000	\$0	0	D	

Explanation of Responses:

- The option vested over a period of 4 years in equal monthly installments from the 1/28/2010 date of grant and is now fully vested.
- The option vested over a period of 4 years in equal monthly installments from the 7/13/2011 date of grant and is now fully vested.
- The option was granted on 8/3/2011, was subject to vesting based on achievement of performance criteria and vested in full on 6/14/2012.
- The option was granted on 5/13/2013, was subject to vesting based on achievement of performance criteria and vested in full on 12/2/2013.
- The option vested over a period of 4 years in equal monthly installments from the 5/13/2013 date of grant and is now fully vested.
- The option was granted on 12/12/2013, was subject to vesting based on achievement of performance criteria and vested in full on 12/4/2014.
- The option vested over a period of 3 years in equal monthly installments from the 12/4/2014 date of grant and is now fully vested.
- The option was granted on 1/7/2015, was subject to vesting based on achievement of performance criteria and vested in full on 1/7/2016.
- The option vested over a period of 3 years in equal monthly installments from the 1/7/2016 date of grant and is now fully vested.
- The option was granted on 1/7/2016, was subject to vesting based on achievement of performance criteria and vested in full on 1/18/2017.
- The option was granted on 1/18/2017, was subject to vesting based on achievement of performance criteria and vested in full on 1/6/2018.
- The option was granted on 1/6/2018, was subject to vesting based on achievement of performance criteria and vested in full on 1/15/2019.

/s/ Masatsune Okajima

03/04/2019

** Signature of Reporting Person

Date

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

* 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).

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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