SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

OMB APPROVAL

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

1. Name and Add			equiring Statement Month/Day/Year) <u>MEDICINOVA INC</u> [4875 OSE]									
	(First) LA VILLAGE	(Middle) DRIVE, SUITE				tionship of Reporting Perso all applicable) Director	on(s) to Issuer 10% Owne		5. If Amendment, Date of Original Filed (Month/Day/Year)			
950				Х	Officer (give title below)	Other (specify below)		6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street) SAN DIEGO,	CA	92122				Sr. V.P., Portfolio Ma	inagement		Х		y One Reporting Person y More than One erson	
(City)	(State)	(Zip)										
Table I - Non-Derivative Securities Beneficially Owned												
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)				4. Nature of Indirect Beneficial Ownership (Instr. 5)			
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 Securit Underlying Derivative Securit			or Exerc	onversion Exercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
		Date Exercisable	Expiration Date	Title		Amount or Number of Shares	Price of Derivative Security		Direct (D) or Indirect (I) (Instr. 5)			
Stock Option (1	right to buy)		(1)	12/04/2010		Common Stock	100,000	1		D		
Stock Option (right to buy)		(1)	09/03/2012		Common Stock	80,000	1		D			
Stock Option (1	right to buy)		(1)	05/31/2014		Common Stock	120,000	1		D		

Explanation of Responses:

1. The option shall vest as follows: (1) 25% of the shares underlying the option shall vest and become exercisable on the first anniversay of the grant date and (ii) the remaining 75% of the shares underlying the option shall vest and become exercisable monthly thereafter.

Remarks:

Exhibit List: ----- Exhibit 24.1 - Power of Attorney

/s/ Takashi Kiyoizumi, as attorney-in-fact

01/28/2005

** 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 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Takashi Kiyoizumi the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director and/or more than 10% stockholder of MediciNova, Inc. (the "Company"), Forms 3, 4 and 5 (including amendments thereto) with respect to securities of the Company) in accordance with section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (or amendments thereto), and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, in connection with filing such Form 3, 4 or 5, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with section 16 of the Securities Exchange Act of 1934, and that this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act. The undersigned further acknowledges that this Power of Attorney authorizes, but does not require, the attorney-in-fact to act in his discretion on information provided to him without independent verification of such information.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28th day of January, 2005.

/s/ Kenneth W. Locke ------Signature

Kenneth W. Locke, Ph.D. Print Name