

Kalafer Michael E
Form 4
July 30, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kalafer Michael E

2. Issuer Name and Ticker or Trading Symbol
MEDICINOVA INC [MNOV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4350 LA JOLLA VILLAGE DRIVE,
SUITE 950

3. Date of Earliest Transaction
(Month/Day/Year)
07/28/2009

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

Chief Medical Officer

(Street)
SAN DIEGO, CA 92122

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	07/28/2009		P		3,437	A	\$ 4.53	12,158	I	Held by Survivors Trust of the Kalafer Family Trust UA 5/13/08 ⁽³⁾
Common Stock	07/28/2009		P		19,586	A	\$ 4.42	31,744	I	Held by Survivors Trust of the Kalafer Family

Trust UA
5/13/08 ⁽³⁾

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

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(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 (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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 4.53	07/28/2009		X	3,437	<u>(1)</u> 06/18/2018	Common Stock	3,437
Stock Option (right to buy)	\$ 4.42	07/28/2009		X	19,586	<u>(2)</u> 01/06/2018	Common Stock	19,586

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kalafer Michael E 4350 LA JOLLA VILLAGE DRIVE, SUITE 950 SAN DIEGO, CA 92122			Chief Medical Officer	

Signatures

/s/ Shintaro Asako,
Attorney-in-Fact 07/30/2009

**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 option vests over a four (4) year period commencing June 19, 2008, in equal monthly installments.

(2) The option vests over a four (4) year period commencing January 7, 2008, in equal monthly installments.

(3) Michael Kalafer acts as trustee of the trust.

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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