

Ainsworth Chad
 Form 4
 February 05, 2018

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 *
 Ainsworth Chad

2. Issuer Name and Ticker or Trading Symbol
 MOBILE MINI INC [MINI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 4646 E VAN BUREN STREET, SUITE 400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/01/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP & CHIEF ACCOUNTING OFFICER

PHOENIX, AZ 85008

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock \$0.01 Par Value | 02/01/2018 | | A | 1,439 ⁽¹⁾ | \$ 0 | D | |
| Common Stock \$0.01 Par Value | 02/01/2018 | | A | 1,439 ⁽²⁾ | \$ 0 | D | |
| Common Stock \$0.01 Par Value | 02/01/2018 | | F | 99 ⁽³⁾ | \$ 38.2 | D | |

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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Employee Stock Option | \$ 32.55 | 02/01/2018 | | A | 1,320 <u>(4)</u> | 02/28/2018 02/01/2028 | Common Stock \$0.01 Par Value | 1,320 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ainsworth Chad 4646 E VAN BUREN STREET SUITE 400 PHOENIX, AZ 85008 | | | VP & CHIEF ACCOUNTING OFFICER | |

Signatures

/s/ Christopher J. Miner as attorney-in-fact 02/05/2018

__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 Restricted Stock vest equally over three years on the anniversary date of the grant.
- (2) The restricted stock vests equally over three years on the anniversary date of the grant, subject to the achievement of certain performance targets.
- (3) Shares withheld to satisfy tax withholding for vesting of restricted stock.
- (4) Additional stock options awarded as a result of company exceeding target based achievements for stock options awarded on 2/01/2017.

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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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