

DENICOLA ANTHONY J
 Form 4
 May 03, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 DENICOLA ANTHONY J

(Last) (First) (Middle)

C/O WELSH, CARSON,
 ANDERSON & STOWE, 320 PARK
 AVENUE, SUITE 2500

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/14/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

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	04/14/2011		C		6,356,320	A	Ⓛ	6,356,320	I	By Welsh, Carson, Anderson & Stowe X, L.P. (2)
Common Stock	04/14/2011		C		307,431	A	Ⓛ	307,431	I	By WCAS Capital Partners IV, L.P. (2)
Common Stock	04/14/2011		C		920	A	Ⓛ	920	I	By deNicola

Holdings,
L.P. ⁽³⁾

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

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 control number.

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 (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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convert Redeemable Participating Preferred Stock	(1)	04/14/2011		C	6,356,320	(1) (1)	Common Stock	6,356	
Series A Convert Redeemable Participating Preferred Stock	(1)	04/14/2011		C	307,431	(1) (1)	Common Stock	307,	
Series A Convert Redeemable Participating Preferred Stock	(1)	04/14/2011		C	920	(1) (1)	Common Stock	92	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DENICOLA ANTHONY J
C/O WELSH, CARSON, ANDERSON & STOWE
320 PARK AVENUE, SUITE 2500
NEW YORK, NY 10022

X

Signatures

/s/David Mintz,
Attorney-in-Fact

05/02/2011

__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).

Pursuant to its terms, the Series A Convertible Redeemable Participating Preferred Stock automatically converted into Common Stock,
(1) for no additional consideration, once the average closing price for the Common Stock exceeded \$23.00 per share over 30 consecutive trading days. The Preferred Stock had no expiration date.

The Reporting Person is a managing member of the respective sole general partners of Welsh, Carson, Anderson & Stowe X, L.P. and
(2) WCAS Capital Partners IV, L.P. Pursuant to Instruction 4(b)(iv) of Form 4 the Reporting Person has elected to report as indirectly beneficially owned by entire number of securities owned by each such limited partnership, however he disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his pecuniary interest therein and/or that are not actually distributed to him.

(3) The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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.