

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

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

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person* <u>RATHER JONATHAN M</u> (Last) (First) (Middle) <u>C/O WELSH, CARSON, ANDERSON & STOWE</u> <u>320 PARK AVENUE, SUITE 2500</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>MOBILE MINI INC [MINI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/21/2013</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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 | 05/21/2013 | | J ⁽¹⁾ | | 2,384,663 | D | \$0 ⁽¹⁾ | 3,971,657 | I | By Welsh, Carson, Anderson & Stowe X, L.P. ⁽²⁾ |
| Common Stock | 05/21/2013 | | J ⁽¹⁾ | | 115,337 | D | \$0 ⁽¹⁾ | 192,094 | I | By WCAS Capital Partners IV, L.P. ⁽²⁾ |
| Common Stock | 05/21/2013 | | J ⁽¹⁾ | | 4,261 | A | \$0 ⁽¹⁾ | 4,261 | D | |
| Common Stock | 05/21/2013 | | J ⁽¹⁾ | | 227 | A | \$0 ⁽¹⁾ | 5,745 | I | By WCAS Management Corporation ⁽²⁾ |
| Common Stock | 05/21/2013 | | J ⁽⁴⁾ | | 1,932 | D | \$0 ⁽⁴⁾ | 3,813 | I | By WCAS Management Corporation ⁽²⁾ |
| Common Stock | 05/21/2013 | | J ⁽¹⁾ | | 38 | A | \$0 ⁽¹⁾ | 38 | I | by JMR4 Holdings LLC ⁽³⁾ |

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 | | | | | |

Explanation of Responses:

- Distribution of shares by Welsh, Carson, Anderson & Stowe X, L.P. and WCAS Capital Partners IV, L.P. to their respective partners.
- The Reporting Person is a managing member of the respective sole general partners of Welsh, Carson, Anderson & Stowe X, L.P. and WCAS Capital Partners IV, L.P. and the sole controlling stockholder of WCAS Management Corporation. 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 entity, 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.
- The Reporting Person disclaims beneficial ownership of the shares held by JMR4 Holdings except to the extent of his pecuniary interest therein.
- Distribution of shares by WCAS Management Corporation to certain of its employees on whose behalf the shares had been acquired.

Remarks:

/s/David Mintz, Attorney-in-Fact 05/21/2013

** Signature of Reporting Person Date

* 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.

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.