

CyrusOne Inc.
Form 4
February 12, 2015

FORM 4

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

OMB APPROVAL

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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 *
Sheehy Kimberly H.

(Last) (First) (Middle)

C/O CYRUSONE INC., 1649 WEST FRANKFORD ROAD

(Street)

CARROLLTON, TX 75007

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CyrusOne Inc. [CONE]

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

CHIEF FINANCIAL OFFICER

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock ⁽¹⁾	02/10/2015		F	1,737 D \$ 28.42	195,781	D	
Common Stock ⁽²⁾	02/10/2015		A	29,689 A \$ 28.42	225,470	D	
Common Stock ⁽³⁾	02/10/2015		A	4,948 A \$ 28.42	230,418	D	

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

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number.

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	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	\$ 28.42	02/10/2015		A	30,941	<u>(4)</u> 02/10/2025	Common Stock	30,941

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sheehy Kimberly H. C/O CYRUSONE INC. 1649 WEST FRANKFORD ROAD CARROLLTON, TX 75007			CHIEF FINANCIAL OFFICER	

Signatures

/s/ Thomas W. Bosse, 02/12/2015
Attorney-in-Fact

**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) Surrender of common shares to cover tax liabilities upon vesting of shares under the CyrusOne 2012 Long Term Incentive Plan.
- Represents shares of performance-based restricted stock granted pursuant to the CyrusOne 2012 Long Term Incentive Plan. The amount reported represents the maximum number of shares that can vest under the award. The target number of shares that can vest under the award is 14,844. The shares under the award shall initially be subject to transfer and forfeiture restrictions and, subject in each case to the applicable performance criteria set forth in the award agreement, (i) up to 66% of the target number of such shares will become free of such restrictions in cumulative installments on February 28, 2016 and February 28, 2017 and (ii) up to the maximum number of such shares that have not previously vested will become free of such restrictions on February 28, 2018. Shares that do not become free of the transfer and forfeiture restrictions pursuant to the terms of the award agreement will be forfeited back to CyrusOne Inc.
- (2) Represents shares of time-based restricted stock granted pursuant to the CyrusOne 2012 Long Term Incentive Plan. The shares under the award shall initially be subject to transfer and forfeiture restrictions set forth in the award agreement, and the number of such shares will become free of such restrictions in cumulative installments on February 10, 2016 and February 10, 2017 and February 10, 2018. Shares that do not become free of the transfer and forfeiture restrictions pursuant to the terms of the award agreement will be forfeited back to CyrusOne Inc.
- (3) Represents shares of time-based restricted stock granted pursuant to the CyrusOne 2012 Long Term Incentive Plan. The shares under the award shall initially be subject to transfer and forfeiture restrictions set forth in the award agreement, and the number of such shares will become free of such restrictions in cumulative installments on February 10, 2016 and February 10, 2017 and February 10, 2018. Shares that do not become free of the transfer and forfeiture restrictions pursuant to the terms of the award agreement will be forfeited back to CyrusOne Inc.

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- (4) Represents stock options granted pursuant to the CyrusOne 2012 Long Term Incentive Plan. The stock options shall vest and become exercisable in approximately equal installments on each of February 10, 2016 and February 10, 2017 and February 10, 2018.

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.