

CyrusOne Inc.
Form 4
February 12, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title ____ Other (specify
below) below)

CHIEF FINANCIAL OFFICER

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 Ownership Indirect Beneficial Ownership (Instr. 4)
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.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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 (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
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Option	\$ 28.42	02/10/2015		A	30,941	(4) 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,
Attorney-in-Fact 02/12/2015

__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

(2) 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.

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

(3) 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.