

IRON MOUNTAIN INC
Form 4
March 11, 2015

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 *
Day Roderick

(Last) (First) (Middle)

C/O IRON MOUNTAIN
INCORPORATED,, ONE
FEDERAL STREET

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IRON MOUNTAIN INC [IRM]

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2015

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, par value \$.01 per share | 03/09/2015 | | M | | 1,839 ⁽¹⁾ \$ 0 11,359 | D | |
| Common Stock, par value \$.01 per share | 03/09/2015 | | F | | 864 D \$ 36.42 10,495 | D | |
| Common Stock, par value \$.01 | 03/09/2015 | | M | | 689 ⁽²⁾ A \$ 0 11,184 | D | |

per share

Common
Stock, par
value \$.01
per share

03/09/2015

F

323

D

\$
36.42

10,861

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Performance Units | (3) | 03/09/2015 | | M | 1,839 | (4) (4) | Common Stock | 1,839 |
| Restricted Stock Units | (5) | 03/09/2015 | | M | 689 | (6) (6) | Common Stock | 689 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Day Roderick
C/O IRON MOUNTAIN INCORPORATED,
ONE FEDERAL STREET
BOSTON, MA 02110

Chief Financial Officer

Signatures

/s/ Garry B. Watzke, under Power of Attorney dated October 11, 2013, from Roderick Day

03/11/2015

**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) This acquisition is reported to reflect the full vesting of performance units ("PUs") previously granted to the Reporting Person on March 9, 2012.

(2) This acquisition is reported to reflect the partial vesting of restricted stock units ("RSUs") previously granted to the Reporting Person on March 9, 2012.

(3) Each PU represents a contingent right to receive one share of Iron Mountain Incorporated common stock ("Common Stock").

The PUs fully vested on March 9, 2015. The number of PUs granted includes previously reported PUs allocated on November 4, 2014 in connection with the special distribution declared by the Board of Directors of Iron Mountain Incorporated on September 15, 2014 and paid on November 4, 2014 (the "Special Distribution").

(5) Each RSU represents a contingent right to receive one share of Common Stock.

The RSUs, representing a contingent right to receive a total of 1,954 shares of Common Stock, were granted to the Reporting Person on March 9, 2012 and have vested in full in three substantially equal annual installments, the last of which was on March 9, 2015. The number of RSUs granted includes previously reported RSUs allocated on November 4, 2014 in connection with the Special Distribution.

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.