

HALVORSEN KRIS
Form 4
June 18, 2012

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 *
HALVORSEN KRIS

(Last) (First) (Middle)
11 MCINNIS PARKWAY
(Street)
SAN RAFAEL, CA 94903
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/14/2012

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)

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 | 06/15/2012 | | M | | 12,611 | A | \$ 23.745 |
| Common Stock, par value, \$.01 per share | 06/15/2012 | | M | | 5,142 | A | \$ 28.365 |
| Common Stock, par value, \$.01 per share | 06/15/2012 | | F | | 13,561 | D | \$ 32.928 <u>(1)</u> |

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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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|--|--------|--|----------------|---|----------------------------|------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | V | (A) | (D) | | | Date Exercisable |
| Phantom Stock | \$ 0.01 ⁽²⁾ | 06/14/2012 | | A | | 3,813 | | ⁽²⁾ | ⁽²⁾ | Common Stock | 3,813 |
| Stock Option (Right to Buy) | \$ 23.745 | 06/15/2012 | | M | | 12,611 | | ⁽³⁾ | 06/04/2020 | Common Stock | 12,611 |
| Stock Option (Right to Buy) | \$ 28.365 | 06/15/2012 | | M | | 5,142 | | ⁽³⁾ | 09/11/2019 | Common Stock | 5,142 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HALVORSEN KRIS 11 MCINNIS PARKWAY SAN RAFAEL, CA 94903 | | X | | |

Signatures

/s/ Sarah Cammarata, under Power of Attorney dated September 16, 2010, from Per-Kristian Halvorsen

06/18/2012

____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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.902 to \$32.972, inclusive. The reporting person undertakes to provide to Iron Mountain Incorporated, any security holder of Iron

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Mountain Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1).

Pursuant to Mr. Halvorsen's election to participate in the Iron Mountain Incorporated Directors Deferred Compensation Plan with respect to certain restricted stock units received on June 14, 2012, which restricted stock units shall vest on the one year anniversary of the grant date (or, if earlier, the annual meeting of stockholders that is closest to the one year anniversary), the shares of phantom stock become payable in Iron Mountain Incorporated common stock as of September 28, 2016 or if earlier following Mr. Halvorsen's disability or cessation of service as a director. Each share of phantom stock is the economic equivalent of one share of common stock.

(3) This option is fully vested.

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.