

IRON MOUNTAIN INC
Form 4
March 12, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Duale Marc A

(Last) (First) (Middle)

THIRD FLOOR, COTTONS
CENTRE,, TOOLEY STREET

(Street)

LONDON, X0 SE1 2TT

(City) (State) (Zip)

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

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

03/10/2014

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 below) ___ Other (specify below)

President, Iron Mountain Int'l

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 (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock, par value \$.01 per share | 03/10/2014 | | A | | 3,804 (1) | A | \$ 0 9,742 D |
| Common Stock, par value \$.01 per share | 03/10/2014 | | F | | 133 | D | \$ 27.97 9,609 D |
| Common Stock, par value \$.01 per share | 03/11/2014 | | A | | 1,176 (2) | A | \$ 0 10,785 D |

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| | | | | | | | |
|---|------------|---|-----------------------------|---|----------|--------|---|
| Common Stock, par value \$.01 per share | 03/11/2014 | F | 41 | D | \$ 27.92 | 10,744 | D |
| Common Stock, par value \$.01 per share | 03/11/2014 | A | <u>7,788</u> ⁽³⁾ | A | \$ 0 | 18,532 | D |
| Common Stock, par value \$.01 per share | 03/11/2014 | F | 272 | D | \$ 27.92 | 18,260 | D |

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

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SEC 1474
(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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units | <u>(4)</u> | 03/10/2014 | | D | 3,804 | <u>(5)</u> <u>(5)</u> | Common Stock | 3,804 |
| Restricted Stock Units | <u>(4)</u> | 03/11/2014 | | D | 1,176 | <u>(6)</u> <u>(6)</u> | Common Stock | 1,176 |
| Performance Units | <u>(7)</u> | 03/11/2014 | | D | 7,788 | <u>(8)</u> <u>(8)</u> | Common Stock | 7,788 |
| Performance Units | <u>(7)</u> | 03/10/2014 | | A | <u>8,694</u> ⁽⁹⁾ | <u>(10)</u> <u>(10)</u> | Common Stock | 8,694 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Duale Marc A
THIRD FLOOR, COTTONS CENTRE,
TOOLEY STREET
LONDON, X0 SE1 2TT

President, Iron Mountain Int'l

Signatures

/s/ Sarah Cammarata, under Power of Attorney dated December 2, 2010, from Marc A.
Duale

03/12/2014

__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 partial vesting of restricted stock units ("RSUs") previously granted to the Reporting Person on March 9, 2012.
- (2) This acquisition is reported to reflect the partial vesting of RSUs previously granted to the Reporting Person on March 11, 2011.
- (3) This acquisition is reported to reflect the full vesting of performance units ("PUs") previously granted to the Reporting Person on March 11, 2011.
- (4) Each RSU represents a contingent right to receive one share of Iron Mountain Incorporated common stock ("Common Stock").
- (5) The RSUs, representing a contingent right to receive a total of 11,423 shares of Common Stock, were granted to the Reporting Person on March 9, 2012 and vest in three substantially equal annual installments beginning on the first anniversary of the grant date.
- (6) The RSUs, representing a contingent right to receive a total of 3,413 shares of Common Stock, were granted to the Reporting Person on March 11, 2011 and have vested in full in three substantially equal annual installments, the last of which was on March 11, 2014.
- (7) Each PU represents a contingent right to receive one share of Common Stock.
- (8) The PUs fully vested on March 11, 2014.
- (9) The PUs were previously granted to the Reporting Person on March 15, 2013, and on March 10, 2014, the Compensation Committee of Iron Mountain Incorporated's Board of Directors determined the actual award of PUs under the grant after completion of the relevant performance period.
- (10) The PUs fully vest on March 15, 2016, subject to certain exceptions, if the Reporting Person is, as of that date, continuing to perform services for Iron Mountain Incorporated.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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