

IRON MOUNTAIN INC  
Form 4  
November 06, 2014

**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)  
11/04/2014

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock, par value \$.01 per share	11/04/2014		A <sup>(1)</sup>	301	<sup>(1)</sup>	A	\$ 0 <sup>(1)</sup> 4,464 <sup>(1)</sup> D
Common Stock, par value \$.01 per share	11/05/2014		M	6,984	<sup>(2)</sup>	A	\$ 0 11,448 D
Common Stock, par value \$.01 per share	11/05/2014		F	3,282		D	\$ 8,166 36.45 D

per share

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 (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	Amount or Number of Shares
Restricted Stock Units	(1)					(1)	(1)	Common Stock	(1)
Restricted Stock Units	(1)					(1)	(1)	Common Stock	(1)
Restricted Stock Units	(1)					(1)	(1)	Common Stock	(1)
Restricted Stock Units	(1)	11/05/2014		M	6,984	(1)(6)	(1)(6)	Common Stock	6,984 (1)
Restricted Stock Units	(1)					(1)	(1)	Common Stock	(1)
Restricted Stock Units	(1)					(1)	(1)	Common Stock	(1)
Restricted Stock Units	(1)					(1)	(1)	Common Stock	(1)
Performance Units	(1)					(1)	(1)	Common Stock	(1)
Performance Units	(1)					(1)	(1)	Common Stock	(1)

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

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

Chief Financial Officer

## Signatures

/s/ Sarah Cammarata, under Power of Attorney dated October 11, 2013, from Roderick  
Day

11/06/2014

\_\_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 report reflects shares received by the Reporting Person as a result of the Reporting Person's receipt of his pro rata portion of a special distribution declared by the Board of Directors of the issuer on September 15, 2014 and paid on November 4, 2014 (the "Special Distribution").
- (2) This acquisition is reported to reflect the partial vesting of restricted stock units ("RSUs") previously granted to the Reporting Person on November 5, 2013.
- (3) Includes 51 previously unreported unvested RSUs allocated on November 4, 2014 in connection with the Special Distribution and associated with the previously reported RSU grant received by the Reporting Person on March 9, 2012. The RSUs vest in three substantially equal annual installments beginning on March 9, 2013, which was the first anniversary of the date of grant. Each RSU represents a contingent right to receive one share of Iron Mountain Incorporated common stock ("Common Stock").
- (4) Includes 227 previously unreported unvested RSUs allocated on November 4, 2014 in connection with the Special Distribution and associated with the previously reported RSU grant received by the Reporting Person on June 13, 2012. The RSUs vest in three substantially equal annual installments beginning on June 13, 2013, which was the first anniversary of the date of grant. Each RSU represents a contingent right to receive one share of Common Stock.
- (5) Includes 85 previously unreported unvested RSUs allocated on November 4, 2014 in connection with the Special Distribution and associated with the previously reported RSU grant received by the Reporting Person on March 15, 2013. The RSUs vest in three substantially equal annual installments beginning on March 15, 2014, which was the first anniversary of the date of grant. Each RSU represents a contingent right to receive one share of Common Stock.
- (6) The RSUs, representing a contingent right to receive a total of 20,975 shares of Common Stock, were granted to the Reporting Person on November 5, 2013 and vest in three substantially equal annual installments beginning on the first anniversary of the grant date.
- (7) Includes 1,577 previously unreported unvested RSUs allocated on November 4, 2014 in connection with the Special Distribution and associated with the previously reported RSU grant received by the Reporting Person on November 5, 2013. The RSUs vest in three substantially equal annual installments beginning on November 5, 2014, which was the first anniversary of the date of grant. Each RSU represents a contingent right to receive one share of Common Stock.
- (8) Includes 186 previously unreported unvested RSUs allocated on November 4, 2014 in connection with the Special Distribution and associated with the previously reported RSU grant received by the Reporting Person on February 13, 2014. The RSUs vest in two substantially equal annual installments beginning on February 13, 2015, which will be the first anniversary of the date of grant. Each RSU represents a contingent right to receive one share of Common Stock.
- (9) Includes 297 previously unreported unvested RSUs allocated on November 4, 2014 in connection with the Special Distribution and associated with the previously reported RSU grant received by the Reporting Person on February 13, 2014. The RSUs vest in three substantially equal annual installments beginning on February 13, 2015, which will be the first anniversary of the date of grant. Each RSU represents a contingent right to receive one share of Common Stock.
- (10) Includes 705 previously unreported unvested RSUs allocated on November 4, 2014 in connection with the Special Distribution and associated with the previously reported RSU grant received by the Reporting Person on March 14, 2014. The RSUs vest in three substantially equal annual installments beginning on March 14, 2015, which will be the first anniversary of the date of grant. Each RSU represents a contingent right to receive one share of Common Stock.
- (11) Includes 138 previously unreported unvested performance units ("PUs") allocated on November 4, 2014 in connection with the Special Distribution and associated with the previously reported PUs granted to the Reporting Person on March 9, 2012 and subsequently

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awarded by the Compensation Committee of the Board of Directors of the issuer (the "Compensation Committee") on March 13, 2013. Each PU represents a contingent right to receive one share of Common Stock. The PUs fully vest on March 9, 2015, subject to certain exceptions, if the Reporting Person is, as of that date, continuing to perform services for the issuer.

- (12) Includes 89 previously unreported unvested PUs allocated on November 4, 2014 in connection with the Special Distribution and associated with the previously reported PUs granted to the Reporting Person on March 15, 2013 and subsequently awarded by the Compensation Committee on March 10, 2014. Each PU represents a contingent right to receive one share of Common Stock. 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 the issuer.

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