

IRON MOUNTAIN INC  
Form 4  
June 02, 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 \*  
RAKOWICH WALTER C

(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)  
05/29/2014

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)

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)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(1)	05/29/2014	A		4,373		(1)	(1)	Common Stock	4,373
Phantom Stock	(2)	05/29/2014	A		102.7777 (3)		(2)	(2)	Common Stock	102.7777 (3)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAKOWICH WALTER C C/O IRON MOUNTAIN INCORPORATED ONE FEDERAL STREET BOSTON, MA 02110	X			

## Signatures

/s/ Sarah Cammarata, under Power of Attorney dated July 29, 2013, from Walter Rakowich

06/02/2014

\_\_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) Pursuant to the Reporting Person's election to participate in the Iron Mountain Incorporated Directors Deferred Compensation Plan with respect to certain restricted stock units ("RSUs") received on May 29, 2014, which RSUs 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 (the "Phantom Shares") will become payable in Iron Mountain Incorporated common stock on various dates selected by the Reporting Person or as otherwise provided in the Iron Mountain Incorporated Directors Deferred Compensation Plan (the "Plan"). Each Phantom Share is the economic equivalent of one share of common stock.

(2) Pursuant to the Reporting Person's election to participate in the Plan, the Phantom Shares will become payable in shares of Iron Mountain Incorporated common stock on various dates selected by the Reporting Person or as otherwise provided in the Plan. Each Phantom Share is the economic equivalent of one share of common stock.

(3) These shares give effect to dividends paid on previously reported restricted stock units as if reinvested in Phantom Shares.

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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