

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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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 *
RYAN VINCENT J

(Last) (First) (Middle)

C/O SCHOONER CAPITAL, 60
SOUTH STREET, SUITE 1120

(Street)

BOSTON, MA 02111

(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 Beneficial 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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	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)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Phantom Stock	<u>(1)</u>	05/29/2014	A	4,373		<u>(1)</u>	<u>(1)</u>	Common Stock	4,373
Phantom Stock	<u>(2)</u>	05/29/2014	A	137,3497 <u>(3)</u>		<u>(2)</u>	<u>(2)</u>	Common Stock	137,3497 <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RYAN VINCENT J C/O SCHOONER CAPITAL 60 SOUTH STREET, SUITE 1120 BOSTON, MA 02111	X			

Signatures

/s/ Sarah Cammarata, under Power of Attorney dated September 16, 2010 from Vincent J. Ryan 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).
- 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
- (1) 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 following the Reporting Person's disability or cessation of service as a director. 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 Iron Mountain Incorporated Directors Deferred Compensation Plan, the Phantom Shares will become payable in shares of Iron Mountain Incorporated common stock following the Reporting Person's disability or cessation of service as a director. 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. 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.