

REESE C RICHARD
Form 4
March 13, 2013

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 *
REESE C RICHARD

(Last) (First) (Middle)
100 BELVIDERE STREET
APARTMENT 9F
(Street)

BOSTON, MA 02199

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2013

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)
Executive Chairman

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$.01 per share | 03/11/2013 | | A | | 28,532 (1) | A | \$ 0 |
| Common Stock, par value \$.01 per share | 03/11/2013 | | F | | 9,480 | D | \$ 35.31 |
| Common Stock, par value \$.01 per share | | | | | 2,891,381.553 (2) (3) | I | |

By Contract

| | | | |
|---|-----------|---|-------------------------|
| Common Stock, par value \$.01 per share | 280,152 | I | See Footnote <u>(4)</u> |
| Common Stock, par value \$.01 per share | 1,330,625 | I | See Footnote <u>(5)</u> |

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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-----------------|--------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(6)</u> | 03/11/2013 | | D | | 28,532 | <u>(7)</u> | <u>(7)</u> | Common Stock | 28,532 | |
| Performance Units | <u>(8)</u> | 03/13/2013 | | A | 76,600 | <u>(9)</u> | <u>(10)</u> | <u>(10)</u> | Common Stock | 76,600 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| REESE C RICHARD 100 BELVIDERE STREET APARTMENT 9F BOSTON, MA 02199 | X | | Executive Chairman | |

Signatures

/s/ Garry B. Watzke, under Power of Attorney dated September 16, 2010 from C. Richard Reese 03/13/2013

__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.
The Reporting Person shares beneficial ownership of these shares with Schooner Capital Corporation as a result of a 1988 deferred compensation arrangement, as amended, between Schooner Capital LLC ("Schooner") and the Reporting Person relating to the Reporting Person's former services as President of the predecessor corporation to Schooner (the "Arrangement").
- (2) Pursuant to the Arrangement, the Reporting Person is entitled to receive benefits equivalent to the fair market value of such shares with payments to the Reporting Person commencing on the first business day of 2014 and payable in nine annual installments; however, the Reporting Person has the right to defer the commencement of such installments in certain circumstances. In addition, any unpaid benefits pursuant to this arrangement shall be payable to the Reporting Person's beneficiary(ies) in a lump sum upon his death.
- (3) Benefits pursuant to this arrangement are payable in cash or, at the Reporting Person's election, Iron Mountain Incorporated common stock ("Common Stock").
- (4) These shares are held by the GST Trust. The Reporting Person disclaims beneficial ownership of the GST Trust, and this report should not be deemed an admission that the Reporting Person is beneficial owner of such securities for the purposes of Section 16 of the Exchange Act of 1934, as amended, or for any purpose.
- (5) These shares are held by the Reese Family 2005 LLC (the "LLC"). The Reporting Person disclaims beneficial ownership of all securities held by the LLC, and this report should not be deemed an admission that the Reporting Person is beneficial owner of such securities for purposes of Section 16 of the Exchange Act of 1934, as amended, or for any purpose.
- (6) Each RSU represents a contingent right to receive one share of Common Stock.
The RSUs, representing a contingent right to receive a total of 85,683 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. The number of RSUs granted includes previously reported RSUs allocated on November 21, 2012 in connection with the Reporting Person's receipt of his pro rata portion of a special dividend declared by the Board of Directors of Iron Mountain Incorporated on October 11, 2012 and paid on November 21, 2012.
- (7) Each performance unit ("PU") represents a contingent right to receive one share of Common Stock.
- (8) The PUs were previously granted to the Reporting Person on March 9, 2012, and on March 13, 2013 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.
- (9) The PUs fully vest on March 9, 2015, subject to certain exceptions.
- (10)

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.