

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 *
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)
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)

President, Iron Mountain Int'l

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$.01 per share | 11/04/2014 | | A ⁽¹⁾ | | 1,609 (1) | A | \$ 0 (1) |
| | | | | | 23,858 | (1) | 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)

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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 Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| 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 | | | |
|---|---------------|-----------|--------------------------------|-------|
| | 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 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)

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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) Includes 310 previously unreported unvested restricted stock units ("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 grant date. Each RSU represents a contingent right to receive one share of Iron Mountain Incorporated common stock ("Common Stock").

(3) Includes 673 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 grant date. Each RSU represents a contingent right to receive one share of Common Stock.

(4) Includes 670 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 grant date. Each RSU represents a contingent right to receive one share of Common Stock.

(5) Includes 830 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 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.

(6) Includes 707 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.

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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