

IRON MOUNTAIN INC

Form 4

November 06, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tomovcsik John

(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
X Officer (give title _____ Other (specify
below) below)
EVP. G. Mgr. Rec. & Info.Mgmt.

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	11/04/2014		A ⁽¹⁾		1,138 (1)	\$ 0 (1)	16,876 ⁽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)
						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)					(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

Tomovcsik John
C/O IRON MOUNTAIN INCORPORATED
ONE FEDERAL STREET
BOSTON, MA 02110

EVP. G. Mgr. Rec. & Info.Mgmt.

Signatures

/s/ Sarah Cammarata, under Power of Attorney dated January 9, 2014, from John Tomovcsik

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) Includes 274 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 September 8, 2011. The RSUs vest in four substantially equal annual installments beginning on September 8, 2012, 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 103 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 grant date. Each RSU represents a contingent right to receive one share of Common Stock.

(4) Includes 525 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 December 13, 2012. The RSUs vest in three substantially equal annual installments beginning on December 13, 2013, which was the first anniversary of the grant date. Each RSU represents a contingent right to receive one share of Common Stock.

(5) Includes 149 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.

(6) Includes 535 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.

(7) Includes 276 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.

(8) Includes 157 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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