

IRON MOUNTAIN INC

Form 4

June 10, 2013

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

OMB APPROVAL

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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 *
LITTLE ARTHUR D

(Last) (First) (Middle)

**P.O. BOX 166, HUNTRESS
BRIDGE ROAD**

(Street)

S. EFFINGHAM, NH 03882

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol**IRON MOUNTAIN INC [IRM]**3. Date of Earliest Transaction
(Month/Day/Year)**06/06/2013**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)

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)
Common Stock, par value \$.01 per share	06/06/2013		A	1,976 (1)	A \$ 0.01	5,816	D
Common Stock, par value \$.01 per share					1,800	I	See Footnote (2)

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

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SEC 1474
(9-02)

displays a currently valid OMB control number.

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(3)	06/06/2013		A		1,977		(3)	(3)	Common Stock	1,977
Phantom Stock	(4)	06/06/2013		A		109.2254 (5)		(4)	(4)	Common Stock	109.2254 (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LITTLE ARTHUR D P.O. BOX 166 HUNTRESS BRIDGE ROAD S. EFFINGHAM, NH 03882			X	

Signatures

/s/ Sarah Cammarata, under Power of Attorney dated September 16, 2010, from Arthur D. Little

06/10/2013

__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) Consists of shares issuable upon the settlement of restricted stock units granted on June 6, 2013. The restricted stock units 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).

(2) Shares held by the Reporting Person's wife.

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 received on June 6, 2013, which restricted stock units 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") 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.

Pursuant to the Reporting Person's election to participate in the Iron Mountain Incorporated Directors Deferred Compensation Plan, the (4) Phantom Shares become payable in shares of 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.

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(5) 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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