

REESE C RICHARD
Form 4
February 20, 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)
02/15/2013

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)
Common Stock, par value \$0.01 per share	02/15/2013		J ⁽¹⁾⁽²⁾	321,264.617 D ⁽³⁾	2,891,381.553 ⁽⁴⁾	I	By Contract
Common Stock, par value \$0.01 per share					370,632	D	
Common Stock, par					280,152	I	See Footnote

value \$.01 per share								(5)
Common Stock, par value \$.01 per share					1,330,625	I		See Footnote (6)

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

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/ Sarah Cammarata, under Power of Attorney dated September 16, 2010 from C. Richard Reese

02/20/2013

__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).

As a result of a 1988 deferred compensation arrangement, as amended, between Schooner Capital LLC ("Schooner") and Mr. Reese relating to Mr. Reese's former services as President of the predecessor corporation to Schooner (the "Arrangement"), it was determined, (1) pursuant to the terms of the Arrangement, that Mr. Reese would receive a cash payment of \$11,129,034.90 (the "Deferred Payment") associated with 321,264.617 shares, or 10% of the total shares subject to the Arrangement, of Iron Mountain Incorporated common stock (the "Schooner Shares") that were beneficially owned by both Mr. Reese and Schooner Capital Corporation.

The Deferred Payment represents the first of ten annual installments due, and payable in cash or in shares of common stock, at Mr. Reese's election, to Mr. Reese pursuant to the terms of the Arrangement and, pursuant to the terms of the Arrangement, was deemed (2) effective as of February 15, 2013. The amount of the Deferred Payment reflects the proceeds from the sale of the Schooner Shares by Schooner Capital Corporation over a period of time from January 24, 2013 through February 15, 2013, as reported on Forms 4 filed by Vincent J. Ryan.

The Schooner Shares were sold in multiple transactions at prices ranging from \$34.59 to \$34.73, inclusive, and previously reported on (3) Forms 4 filed by Vincent J. Ryan. Mr. Reese undertakes to provide to Iron Mountain Incorporated, any security holder of Iron Mountain Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold by Schooner Capital Corporation at each separate price within the ranges set forth in this footnote (3).

Mr. Reese shares beneficial ownership of these shares with Schooner Capital Corporation as a result of the Arrangement. Pursuant to the Arrangement, Mr. Reese is entitled to receive benefits equivalent to the fair market value of such shares with payments to Mr. Reese (4) commencing on the first business day of 2014 and payable in nine annual installments; however, Mr. Reese 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 Mr. Reese's beneficiary(ies) in a lump sum upon his death. Benefits pursuant to this arrangement are payable in cash or, at Mr. Reese's election, Iron Mountain Incorporated common stock.

These shares are held by the GST Trust. Mr. Reese disclaims beneficial ownership of the GST Trust, and this report should not be (5) 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.

These shares are held by the Reese Family 2005 LLC (the "LLC"). Mr. Reese disclaims beneficial ownership of all securities held by the (6) 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.

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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