

MCKEON BRIAN P
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 *
MCKEON BRIAN P

(Last) (First) (Middle)

C/O IRON MOUNTAIN
INFORMATION
MANAGEMENT, INC., 745
ATLANTIC AVENUE

(Street)

BOSTON, MA 02111

(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
X Officer (give title below) ___ Other (specify below)
Chief Financial Officer

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$.01 per share	03/11/2013		A		8,683 (1)	A	\$ 0
Common Stock, par value \$.01 per share	03/11/2013		F		2,809	D	\$ 35.31

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

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(9-02)

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)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units	(2)	03/11/2013		D		2,343		(3)	(3)	Common Stock	2,343
Restricted Stock Units	(2)	03/11/2013		D		6,340		(4)	(4)	Common Stock	6,340
Performance Units	(5)	03/13/2013		A		17,021 (6)		(7)	(7)	Common Stock	17,021

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCKEON BRIAN P C/O IRON MOUNTAIN INFORMATION MANAGEMENT INC., 745 ATLANTIC AVENUE BOSTON, MA 02111			Chief Financial Officer	

Signatures

/s/ Garry B. Watzke, under Power of Attorney dated September 15 2010, from Brian McKeon 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.
 - (2) Each RSU represents a contingent right to receive one share of Iron Mountain Incorporated common stock ("Common Stock").
 - (3) The RSUs, representing a contingent right to receive a total of 7,037 shares of Common Stock, were granted to the Reporting Person on March 11, 2011 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

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on November 21, 2012 (the "Special Dividend").

- The RSUs, representing a contingent right to receive a total of 19,040 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 the Special Dividend.
- (4) The 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 the Special Dividend.
- (5) Each performance unit ("PU") represents a contingent right to receive one share of Common Stock.
- 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.
- (6) Iron Mountain Incorporated's Board of Directors determined the actual award of PUs under the grant after completion of the relevant performance period.
- (7) 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 Iron Mountain Incorporated.

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.