

MARSON DEBORAH
Form 4
February 20, 2018

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 *
MARSON DEBORAH

2. Issuer Name and Ticker or Trading Symbol
IRON MOUNTAIN INC [IRM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP, General Counsel, Sec.

(Last) (First) (Middle)
C/O IRON MOUNTAIN
INCORPORATED, ONE FEDERAL
STREET

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2018

(Street)
BOSTON, MA 02110

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D)	Price		
Common Stock, par value \$.01 per share	02/16/2018		M	1,214 (1)	A \$ 0	17,077	D
Common Stock, par value \$.01 per share	02/16/2018		F	421	D \$ 33.17	16,656	D

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 33.72	02/15/2018		A	20,741	<u>(2)</u> 02/15/2028	Common Stock	20,741	
Restricted Stock Units	<u>(3)</u>	02/15/2018		A	4,448	<u>(4)</u> <u>(4)</u>	Common Stock	4,448	
Restricted Stock Units	<u>(3)</u>	02/16/2018		M	1,214	<u>(5)</u> <u>(5)</u>	Common Stock	1,214	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARSON DEBORAH C/O IRON MOUNTAIN INCORPORATED ONE FEDERAL STREET BOSTON, MA 02110			EVP, General Counsel, Sec.	

Signatures

/s/ Elizabeth Tammaro, under Power of Attorney dated December 7, 2016, from Deborah Marson

02/20/2018

__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 acquisition is reported to reflect the partial vesting of restricted stock units ("RSUs") previously granted to the Reporting Person on February 16, 2017.

- (2) This stock option becomes exercisable in three substantially equal annual installments beginning on the first anniversary of the grant date.
- (3) Each RSU represents a contingent right to receive one share of Iron Mountain Incorporated common stock ("Common Stock").
- (4) The RSUs vest in three substantially equal annual installments beginning on the first anniversary of the grant date.
- (5) The RSUs, representing a contingent right to receive a total of 3,648 shares of Common Stock, were granted to the Reporting Person on February 16, 2017 and vest in three substantially equal annual installments beginning on the first anniversary of the grant date.

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.