

IRON MOUNTAIN INC  
Form 4  
March 16, 2016

**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 \*  
Day Roderick

(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)  
03/14/2016

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)  
Chief Financial Officer

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock, par value \$.01 per share | 03/14/2016                           |  | M                              |   | 3,123 <sup>(1)</sup> A \$ 0 24,306  | D  |                                   |
| Common Stock, par value \$.01 per share | 03/14/2016                           |  | F                              |   | 1,467 D \$ 31.54 22,839   | D  |                                   |
| Common Stock, par value \$.01           | 03/15/2016                           |  | M                              |   | 1,190 <sup>(2)</sup> A \$ 0 24,029  | D  |                                   |

per share

Common Stock, par value \$.01 per share  
 03/15/2016 F 559 D \$ 31.35 23,470 D

Common Stock, par value \$.01 per share  
 03/15/2016 M 569 <sup>(3)</sup> A \$ 0 24,039 D

Common Stock, par value \$.01 per share  
 03/15/2016 F 267 D \$ 31.35 23,772 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units                     | <u>(4)</u>   | 03/14/2016                           |  | M                              | 3,123   | <u>(5)</u> <u>(5)</u>                                    | Common Stock  | 3,123                         |
| Performance Units                          | <u>(6)</u>   | 03/15/2016                           |  | M                              | 1,190   | <u>(7)</u> <u>(7)</u>                                    | Common Stock  | 1,190                         |
| Restricted Stock Units                     | <u>(4)</u>   | 03/15/2016                           |  | M                              | 569   | <u>(8)</u> <u>(8)</u>                                    | Common Stock  | 569                           |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

Day Roderick  
C/O IRON MOUNTAIN INCORPORATED,  
ONE FEDERAL STREET  
BOSTON, MA 02110

Chief Financial Officer

## Signatures

/s/ Garry B. Watzke, under Power of Attorney dated October 11, 2013, from Roderick  
Day

03/16/2016

\_\_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 on March 14, 2014.

(2) This acquisition is reported to reflect the full vesting of performance units ("PUs") previously granted to the Reporting Person on March 15, 2013.

(3) This acquisition is reported to reflect the partial vesting of RSUs previously granted to the Reporting Person on March 15, 2013.

(4) Each RSU represents a contingent right to receive one share of Iron Mountain Incorporated common stock ("Common Stock").

The RSUs, representing a contingent right to receive a total of 9,380 shares of Common Stock, were granted to the Reporting Person on March 14, 2014 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 4, 2014 in connection with the special distribution declared by the Board of Directors of Iron Mountain Incorporated on September 15, 2014 and paid on November 4, 2014 (the "Special Distribution").

(6) Each PU represents a contingent right to receive one share of Common Stock.

(7) The PUs fully vested on March 15, 2016. The number of PUs granted includes previously reported PUs allocated on November 4, 2014 in connection with the Special Distribution.

The RSUs, representing a contingent right to receive a total of 1,657 shares of Common Stock, were granted to the Reporting Person on March 15, 2013 and have vested in full in three substantially equal annual installments, the last of which was on March 15, 2016. The number of RSUs granted includes previously reported RSUs allocated on November 4, 2014 in connection with the Special Distribution.

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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