

IRON MOUNTAIN INC

Form 4

June 01, 2015

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 *
BAILEY CLARK H

(Last) (First) (Middle)

10 OXFORD ROAD

(Street)

LARCHMONT, NY 10538

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
05/28/2015

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474
 (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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities (Instr. 3 and 4)

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	Derivative Security		Code	V	or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
					(A)	(D)					
Phantom Stock	(1)	05/28/2015	A		3,673		(1)	(1)	Common Stock	3,673	\$
Phantom Stock	(2)	05/28/2015	A		103.5 (3)		(2)	(2)	Common Stock	103.5 (3)	\$ 3
Phantom Stock	(2)	05/28/2015	A		225 (3)		(2)	(2)	Common Stock	225 (3)	36.
Phantom Stock	(2)	05/28/2015	A		0.25 (3)		(2)	(2)	Common Stock	0.25 (3)	36.
Phantom Stock	(2)	05/28/2015	A		0.1298 (3)		(2)	(2)	Common Stock	0.1298 (3)	36.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAILEY CLARK H 10 OXFORD ROAD LARCHMONT, NY 10538		X		

Signatures

/s/ Sarah Cammarata, under Power of Attorney dated September 16, 2010, from Clarke H. Bailey

06/01/2015

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) Pursuant to the Reporting Person's election to participate in the Iron Mountain Incorporated Directors Deferred Compensation Plan (the "Plan") with respect to certain restricted stock units ("RSUs") received on May 28, 2015, which RSUs vest on the grant date, the shares of phantom stock (the "Phantom Shares") will 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.

(2) Pursuant to the Reporting Person's election to participate in the Plan, the Phantom Shares will become payable in shares of 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.

(3) These shares give effect to dividends paid on previously reported RSUs 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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