

MCKEON BRIAN P
Form 4
March 13, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(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)
Common Stock, par value \$.01 per share	03/11/2013		A	8,683 (1)	A \$ 0 10,200	D	
Common Stock, par value \$.01 per share	03/11/2013		F	2,809 D \$ 35.31	7,391	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
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").

(4) 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.

(5) Each performance unit ("PU") represents a contingent right to receive one share of Common Stock.

(6) 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.

(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.

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