

MCKEON BRIAN P
Form 4
March 13, 2012

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)
03/07/2012

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 | 03/11/2012 | | A | | 2,132 (1) | A | \$ 0 |
| Common Stock, par value \$.01 per share | 03/11/2012 | | F | | 738 | D | \$ 28.74 |

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 | |
| Performance Units | (2) | 03/07/2012 | | A | 14,177 (3) | (4) | (4) | Common Stock | 14,177 |
| Restricted Stock Units | (5) | 03/09/2012 | | A | 17,328 | (6) | (6) | Common Stock | 17,328 |
| Restricted Stock Units | (5) | 03/11/2012 | | D | 2,132 | (7) | (7) | Common Stock | 2,132 |

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/ Sarah Cammarata, under Power of Attorney dated September 15 2010, from Brian McKeon

03/13/2012

**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 performance unit ("PU") represents a contingent right to receive one share of Iron Mountain Incorporated common stock.
- (3) The PUs were previously granted to the reporting person on March 11, 2011, and on March 7, 2012 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

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performance period.

- (4) The PUs fully vest on March 11, 2014, subject to certain exceptions, if the officer is, as of that date, continuing to perform services for Iron Mountain Incorporated.
- (5) Each RSU represents a contingent right to receive one share of Iron Mountain Incorporated common stock.
- (6) The RSUs vest in three annual installments beginning on the first anniversary of the date of grant.

The RSUs, representing a right to purchase a total of 6,404 shares of Iron Mountain Incorporated common stock, were granted in March

- (7) 2011 and vest in three annual installments beginning on March 11, 2012, which was the first anniversary of the date on which the RSUs were granted.

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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