IRON MOUNTAIN INC

Form 4/A October 21, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * RAKOWICH WALTER C

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

IRON MOUNTAIN INC [IRM]

(Check all applicable)

(Last)

(First)

(Middle)

(Zip)

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

X_ Director 10% Owner Officer (give title Other (specify

08/16/2013

C/O IRON MOUNTAIN INCORPORATED, 745 ATLANTIC

(Street)

(State)

AVENUE

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

08/20/2013

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

below)

BOSTON, MA 02111

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 3, 4 and 5) (Instr. 8)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Ownership Owned Indirect (I) (Instr. 4) **Following** (Instr. 4)

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

Common

Stock, par 08/16/2013 value \$.01 per share

129 (1) A 129

D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number | 6. Date Exer | cisable and | 7. Title and | Amount of | 8. Pri |
|-------------|-------------|---------------------|--------------------|------------|-----------------|--------------|-------------|---------------|------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onof Derivative | Expiration D | ate | Underlying S | Securities | Deriv |
| Security | or Exercise | | any | Code | Securities | (Month/Day | /Year) | (Instr. 3 and | 4) | Secur |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Acquired | | | | | (Instr |
| | Derivative | | | | (A) or | | | | | |
| | Security | | | | Disposed of | | | | | |
| | • | | | | (D) | | | | | |
| | | | | | (Instr. 3, 4, | | | | | |
| | | | | | and 5) | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | Amount | |
| | | | | | | Date | Expiration | | or | |
| | | | | | | Exercisable | Date | Title | Number | |
| | | | | | | Excreisable | Buie | | of | |
| | | | | Code V | (A) (D) |) | | | Shares | |
| DI 4 | | | | | 2.044 | | | C | 2.044 | |
| Phantom | <u>(3)</u> | 08/16/2013 | | A | 3,944 | (3) | (3) | Common | 3,944 | \$ 0 |
| Stock (2) | | 00,10,2019 | | | (2) | _ | _ | Stock | (2) | ΨΟ |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

RAKOWICH WALTER C C/O IRON MOUNTAIN INCORPORATED 745 ATLANTIC AVENUE BOSTON, MA 02111



Signatures

/s/ Sarah Cammarata, under Power of Attorney dated July 29, 2013, from Walter Rakowich

10/21/2013

**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).

Consists of shares issuable upon the settlement of those certain restricted stock units (the "RSUs") granted on August 16, 2013. The RSUs shall vest on the one year anniversary of the grant date (or, if earlier, the annual meeting of stockholders that is closest to the one year anniversary). On August 20, 2013, in connection with the grant of the RSUs, the Reporting Person filed a Form 4 (the "Original Form 4")

- (1) to report an acquisition of 4,073 shares of Iron Mountain Incorporated common stock in Table I. On August 25, 2013, the Reporting Person made an election to defer receipt of all RSUs awarded during 2013 pursuant to the Iron Mountain Incorporated Directors Deferred Compensation Plan (the "Plan"). The Original Form 4, therefore, is being amended to reflect the receipt of a pro-rata portion of the RSUs in Table II as shares of phantom stock.
- As a result of the Reporting Person's election to defer receipt of all RSUs awarded during 2013 pursuant to the Plan, the Reporting Person (2) is entitled to defer a pro-rata portion of all RSUs previously granted in 2013 determined based on the total number of days between the grant date, which was August 16, 2013, and the projected vesting date.
- Pursuant to the Reporting Person's election to participate in the Plan, the shares of phantom stock will become payable in shares of Iron (3) Mountain Incorporated common stock on the next business day after January 1, 2016, or on various other dates as provided in the Plan. Each share of phantom stock is the economic equivalent of one share of common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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