

IRON MOUNTAIN INC

Form 4

June 02, 2016

**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 \*  
Cloutier Ernest W

(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)  
05/31/2016

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 \_\_\_\_\_ Other (specify  
below) below)  
EVP, Gen. Counsel, Secretary

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$.01 per share	05/31/2016		S <sup>(1)</sup>	3,000	D \$ 36.8	41,622	D
Common Stock, par value \$.01 per share	05/31/2016		M <sup>(1)</sup>	15,262	A \$ 22.786	56,884	D
Common Stock, par value \$.01	05/31/2016		S <sup>(1)</sup>	15,262	D \$ 36.538	41,622	D

(2)

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per share

Common  
Stock, par  
value \$.01  
per share

05/31/2016

M<sup>(1)</sup>

22,033 A

\$  
26.178 63,655

D

Common  
Stock, par  
value \$.01  
per share

05/31/2016

S<sup>(1)</sup>

22,033 D

\$  
36.542 41,622  
(3)

D

Common  
Stock, par  
value \$.01  
per share

05/31/2016

M<sup>(1)</sup>

16,455 A

\$  
14.585 58,077

D

Common  
Stock, par  
value \$.01  
per share

05/31/2016

S<sup>(1)</sup>

16,455 D

\$  
36.543 41,622  
(4)

D

Common  
Stock, par  
value \$.01  
per share

05/31/2016

M<sup>(1)</sup>

6,786 A

\$  
14.585 48,408

D

Common  
Stock, par  
value \$.01  
per share

05/31/2016

S<sup>(1)</sup>

6,786 D

\$ 36.8 41,622

D

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 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
	\$ 22.786	05/31/2016		M <sup>(1)</sup>			15,262	<sup>(5)</sup>	03/11/2021		15,262

Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)	\$ 26.178	05/31/2016	M <u>(1)</u>	22,033	<u>(6)</u>	06/09/2021	Common Stock	22,033	
Employee Stock Option (Right to Buy)	\$ 14.585	05/31/2016	M <u>(1)</u>	16,455	<u>(7)</u>	03/05/2019	Common Stock	16,455	
Employee Stock Option (Right to Buy)	\$ 14.585	05/31/2016	M <u>(1)</u>	6,786	<u>(8)</u>	03/05/2019	Common Stock	6,786	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cloutier Ernest W C/O IRON MOUNTAIN INCORPORATED ONE FEDERAL STREET BOSTON, MA 02110			EVP, Gen. Counsel, Secretary	

## Signatures

/s/ Elizabeth Tamaro, under Power of Attorney dated May 26, 2016, from Ernest W. Cloutier 06/02/2016

\_\_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 transaction was effected pursuant to a 10b5-1 trading plan which was approved and became effective as of April 29, 2016.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.36 to \$36.85, inclusive. The Reporting Person undertakes to provide to Iron Mountain Incorporated (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2).

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.36 to \$36.86, inclusive. The Reporting Person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (3).

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(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$36.35 to \$36.83, inclusive. The Reporting Person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (4).

(5) This stock option, representing a right to purchase a total of 15,262 shares, is fully vested. The number of stock options granted includes previously reported adjustments effective on September 26, 2014 made in connection with the special distribution declared by the Board of Directors of the Company on September 15, 2014 and paid on November 4, 2014 (the "Special Distribution").

(6) This stock option, representing a right to purchase a total of 22,033 shares, is fully vested. The number of stock options granted includes previously reported adjustments effective on September 26, 2014 made in connection with the Special Distribution.

(7) This stock option, representing a right to purchase a total of 16,455 shares, is fully vested. The number of stock options granted includes previously reported adjustments effective on September 26, 2014 made in connection with the Special Distribution.

(8) This stock option, representing a right to purchase a total of 6,786 shares, is fully vested. The number of stock options granted includes previously reported adjustments effective on September 26, 2014 made 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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