

MCKEON BRIAN P
Form 4
November 26, 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 MGMT, 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)
11/21/2012

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) | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------------------|---|
| | | | | (A) or (D) | Price | | | | |
| | | | Code | V | Amount | | | | |
| Common Stock, par value \$.01 per share | 11/21/2012 | | A ⁽¹⁾ | | 123 ⁽¹⁾ | A | \$ 0 ⁽¹⁾ | 1,517 ⁽¹⁾ | 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)

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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 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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (1) | | | | | (1) (1) | Common Stock | (1) |
| Restricted Stock Units | (1) | | | | | (1) (1) | Common Stock | (1) |
| Performance Units | (1) | | | | | (1) (1) | Common Stock | (1) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCKEON BRIAN P C/O IRON MOUNTAIN INFORMATION MGMT, 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 11/26/2012

**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 report reflects shares received by the Reporting Person as a result of the Reporting Person's receipt of his pro rata portion of a special dividend declared by the Board of Directors of the issuer on October 11, 2012 and paid on November 21, 2012.
Includes 1,712 previously unreported unvested restricted stock units ("RSUs") allocated on November 21, 2012 in connection with the
- (2) Special Dividend. The RSUs vest in three annual installments beginning on March 9, 2013, which will be the first anniversary of the date of grant. Each RSU represents a contingent right to receive one share of Iron Mountain Incorporated common stock.
- (3)

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Includes 422 previously unreported unvested RSUs allocated on November 21, 2012 in connection with the Special Dividend. The RSUs vest in three annual installments beginning on March 11, 2012, which was the first anniversary of the date of grant. Each RSU represents a contingent right to receive one share of Iron Mountain Incorporated common stock.

- (4) Includes 1,401 previously unreported unvested performance units ("PUs") allocated on November 21, 2012 in connection with the Special Dividend. Each PU represents a contingent right to receive one share of Iron Mountain Incorporated common stock. The PUs fully vest on March 11, 2014, 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.