

IRON MOUNTAIN INC
Form 4
June 02, 2016

FORM 4

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

OMB APPROVAL

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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

(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
 Officer (give title below) Other (specify below)
EVP, Gen. Counsel, Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Stock, par value \$.01 per share	05/31/2016		S ⁽¹⁾		3,000	D	\$ 36.8	41,622	D
Common Stock, par value \$.01 per share	05/31/2016		M ⁽¹⁾		15,262	A	\$ 22.786	56,884	D
Common Stock, par value \$.01	05/31/2016		S ⁽¹⁾		15,262	D	\$ 36.538	41,622	D

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per share							
Common Stock, par value \$.01 per share	05/31/2016	M ⁽¹⁾	22,033	A	\$ 26.178	63,655	D
Common Stock, par value \$.01 per share	05/31/2016	S ⁽¹⁾	22,033	D	\$ 36.542 <u>(3)</u>	41,622	D
Common Stock, par value \$.01 per share	05/31/2016	M ⁽¹⁾	16,455	A	\$ 14.585	58,077	D
Common Stock, par value \$.01 per share	05/31/2016	S ⁽¹⁾	16,455	D	\$ 36.543 <u>(4)</u>	41,622	D
Common Stock, par value \$.01 per share	05/31/2016	M ⁽¹⁾	6,786	A	\$ 14.585	48,408	D
Common Stock, par value \$.01 per share	05/31/2016	S ⁽¹⁾	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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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 ⁽¹⁾	15,262	<u>(5)</u>	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 ⁽¹⁾	22,033	<u>(6)</u>	06/09/2021	Common Stock	22,033	
Employee Stock Option (Right to Buy)	\$ 14.585	05/31/2016	M ⁽¹⁾	16,455	<u>(7)</u>	03/05/2019	Common Stock	16,455	
Employee Stock Option (Right to Buy)	\$ 14.585	05/31/2016	M ⁽¹⁾	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.
- 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).
- (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 \$36.86, 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).
- (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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