

IRON MOUNTAIN INC
Form 4/A
October 21, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
RAKOWICH WALTER C

(Last) (First) (Middle)

C/O IRON MOUNTAIN INCORPORATED, 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)
08/16/2013

4. If Amendment, Date Original Filed(Month/Day/Year)
08/20/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$.01 per share	08/16/2013		A	129 ⁽¹⁾	A	\$ 0.01	129	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 Derivative Security (Instr. 3)
Phantom Stock ⁽²⁾	⁽³⁾	08/16/2013		A	3,944 ₍₂₎	⁽³⁾ / ⁽³⁾	Common Stock	3,944 ₍₂₎ \$ 0.

Reporting Owners

Reporting Owner Name / Address

Relationships

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

Director 10% Owner Officer Other

X

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).

(1) 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") 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.

(2) 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 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.

(3) Pursuant to the Reporting Person's election to participate in the Plan, the shares of phantom stock will become payable in shares of Iron 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.

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