

RAKOWICH WALTER C
Form 4
January 10, 2018

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, 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)
01/08/2018

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)

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)
Common Stock, par value \$0.01 per share	01/08/2018		M	4,336.3516 A	19,410.3516	D	
Common Stock, par value \$0.01 per share	01/08/2018		D	0.3516 ⁽²⁾ D	\$ 37.04 19,410	D	

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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 of Number of Shares
Phantom Stock	(1)	01/08/2018		M	4,336.3516 (3)	(4)	(4)	Common Stock	4,336.35

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

RAKOWICH WALTER C
C/O IRON MOUNTAIN INCORPORATED
ONE FEDERAL STREET
BOSTON, MA 02110

X

Signatures

/s/ Elizabeth Tammaro, under Power of Attorney dated May 26, 2016, from Walter Rakowich

01/10/2018

__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) Pursuant to the Reporting Person's election to participate in the Iron Mountain Incorporated Directors Deferred Compensation Plan (the "Plan"), the shares of phantom stock ("Phantom Shares") are payable in shares of Iron Mountain Incorporated common stock ("Common Stock") on various dates selected by the Reporting Person or as otherwise provided in the Plan. Each Phantom Share is the economic equivalent of one share of Common Stock.
- (2) Represents the fraction of a share of Common Stock otherwise issuable to the Reporting Person for which cash was paid in lieu of the issuance of a fractional share of Common Stock, based on the closing price of Common Stock on the New York Stock Exchange on the transaction date.
- (3) Settlement of the Phantom Shares is in an equivalent number of whole shares of Common Stock and cash in lieu of the issuance of a fractional share of Common Stock.
- (4) Settlement of the Phantom Shares is made in accordance with distribution elections made by the Reporting Person or as otherwise provided in the Plan.

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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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