

MCKEON BRIAN P
 Form 4
 May 11, 2011

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
 MANAGEMENT, 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)
 05/09/2011

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)
 Chief Financial Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/09/2011 | | M ⁽¹⁾ | | 10,845 | A | \$ 27.665 |
| Common Stock | 05/09/2011 | | M ⁽¹⁾ | | 99,192 | A | \$ 27.665 |
| Common Stock | 05/09/2011 | | M ⁽¹⁾ | | 43,375 | A | \$ 27.665 |
| Common Stock | 05/09/2011 | | S ⁽¹⁾ | | 153,412 | D | \$ 32.2548 |
| | | | | | | | (2) |

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| | | | | | | | | |
|--------------|------------|--|-------------------------|--------|---|-----------------------------|---------|---|
| Common Stock | 05/10/2011 | | <u>M</u> ⁽¹⁾ | 96,000 | A | \$ 27.665 | 102,404 | D |
| Common Stock | 05/10/2011 | | <u>S</u> ⁽¹⁾ | 96,000 | D | \$ 32.3044 <u>(3)</u> | 6,404 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 27.665 | 05/09/2011 | | <u>M</u> ⁽¹⁾ | 10,845 | <u>(4)</u> | 05/23/2019 | Common Stock | 10,845 |
| Employee Stock Option (Right to Buy) | \$ 27.665 | 05/09/2011 | | <u>M</u> ⁽¹⁾ | 99,192 | <u>(5)</u> | 05/23/2017 | Common Stock | 99,192 |
| Employee Stock Option (Right to Buy) | \$ 27.665 | 05/09/2011 | | <u>M</u> ⁽¹⁾ | 43,375 | <u>(6)</u> | 05/23/2017 | Common Stock | 43,375 |
| Employee Stock Option (Right to Buy) | \$ 27.665 | 05/10/2011 | | <u>M</u> ⁽¹⁾ | 96,000 | <u>(5)</u> | 05/23/2017 | Common Stock | 96,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCKEON BRIAN P C/O IRON MOUNTAIN INFORMATION MANAGEMENT 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 05/11/2011

**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) The transactions reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on May 4, 2011. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.25 to \$32.29, inclusive. The reporting person undertakes to provide to Iron Mountain Incorporated, any security holder of Iron Mountain Incorporated, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.25 to \$32.555, inclusive.
 - (3) The option, representing a right to purchase a total of 36,153 shares, vests in ten equal annual installments beginning on May 24, 2008, which was the first anniversary of the date on which the option was granted.
 - (4) The option, representing a right to purchase a total of 325,321 shares, vests in five equal annual installments beginning on May 24, 2008, which was the first anniversary of the date on which the option was granted.
 - (5) The option, representing a right to purchase a total of 72,293 shares, vests in five equal annual installments beginning on May 24, 2008, which was the first anniversary of the date on which the option was granted.
 - (6) The option, representing a right to purchase a total of 72,293 shares, vests in five equal annual installments beginning on May 24, 2008, which was the first anniversary of the date on which the option was granted.

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.