

RYAN VINCENT J
Form 5
February 10, 2006

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
RYAN VINCENT J

2. Issuer Name and Ticker or Trading Symbol
IRON MOUNTAIN INC [IRM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2005

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

745 ATLANTIC AVENUE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BOSTON, MA 02111

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock, par value, \$.01 per share | 11/30/2005 | Â | G | 750 D \$ 0 | 4,692,859 | I | Shares held as part of the Vincent J. Ryan Revocable Trust, dated 12/24/87. |
| Common Stock, par value, \$.01 | Â | Â | Â | Â Â Â Â | 0 ⁽¹⁾ | I | Shares held by Mr. Ryan's wife |

per share

| | | | | | | | | | |
|--|---|---|---|---|---|---|--------------------------|---|---|
| Common Stock, par value, \$.01 per share | Â | Â | Â | Â | Â | Â | 241,787 ⁽²⁾ | I | Shares held in the Carla E. Meyer Three-Year Annuity Trust, dated August 4, 2003 ("Meyer 2003 Trust") |
| Common Stock, par value, \$.01 per share | Â | Â | Â | Â | Â | Â | 208,213 ⁽²⁾ | I | Shares held by the Carla E. Meyer Revocable Trust, dated December 7, 2001 ("Meyer 2001 Trust") |
| Common Stock, par value, \$.01 per share | Â | Â | Â | Â | Â | Â | 6,156,171 ⁽³⁾ | I | Shares held by Schooner Capital Trust ("Schooner Trust") |
| Common Stock, par value, \$.01 per share | Â | Â | Â | Â | Â | Â | 114,799 ⁽⁴⁾ | I | Shares held by the Schooner Foundation |
| Common Stock, par value, \$.01 per share | Â | Â | Â | Â | Â | Â | 13,500 | I | Shares held in the name of Citibank, South Dakota, Trustee of the Ryan 1998 Issue Trust |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. of D |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|---------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|---------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | (Instr. 5) |
|------------|------------------------------------|---------------------|--------------------|---|--|------------|------------|
| (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RYAN VINCENT J 745 ATLANTIC AVENUE BOSTON, MA 02111 | X | A | A | A |

Signatures

Clare A. Dever, under Power of Attorney dated September 3, 2002 from Vincent J. Ryan. 02/10/2006

**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) On December 13, 2004, Carla E. Meyer transferred 97,756 shares held in her name to The Carla M. Meyer Revocable Trust, dated December 7, 2001 ("Meyer 2001 Trust"). Carla E. Meyer no longer holds any shares of Iron Mountain Common Stock in her name, individually.
- (2) On August 3, 2005, The Carla E. Meyer Three-Year Annuity Trust, dated August 4, 2003 ("Meyer 2003 Trust") transferred 110,457 shares of Iron Mountain Common Stock to the Meyer 2001 Trust.
- Pursuant to a deferred compensation arrangement relating to Mr. C. Richard Reese's former services as President to a predecessor entity to Schooner, upon the earlier to occur (i) Schooner's sale substantially all of the shares of Iron Mountain Common Stock held by
- (3) Schooner and (ii) the cessation of Mr. Reese's employment with Iron Mountain Incorporated, Schooner is required to transfer 1,967,059 shares of Iron Mountain Common Stock to Mr. Reese or remit to Mr. Reese cash in the amount equal to the then current fair market value of such shares of Iron Mountain Common Stock.
- The Schooner Foundation has made the following charitable gifts of shares of Iron Mountain Common Stock: 16,397 shares on 1/12/05,
- (4) 709 shares on 1/28/05, 164 shares on 3/4/05, 3,305 shares on 4/19/05, 8,998 shares on 6/22/05, 683 shares on 6/28/05, 1,794 shares on 8/2/05, 1,605 shares on 11/2/05, 2,273 shares on 12/20/05 and 2,273 shares on 12/21/05.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.