

AMERON INTERNATIONAL CORP

Form 4

October 13, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WAGNER GARY**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**AMERON INTERNATIONAL  
CORP [AMN]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

245 SO. LOS ROBLES AVE

(Street)

PASADENA, CA 91101

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/12/2006

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

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Executive Vice President, COO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 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	(A) or (D)	Price	
Common Stock	10/12/2006		M		1,684	A	\$ 21	34,441 D
Common Stock	10/12/2006		M		17,816	A	\$ 20.2813	52,257 D
Common Stock	10/12/2006		S		4,300	D	\$ 64.5	47,957 D
Common Stock	10/12/2006		S		350	D	\$ 64.51	47,607 D
Common Stock	10/12/2006		S		1,200	D	\$ 64.52	46,407 D

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Common Stock	10/12/2006	S	900	D	\$ 64.53	45,507	D
Common Stock	10/12/2006	S	250	D	\$ 64.54	45,257	D
Common Stock	10/12/2006	S	100	D	\$ 64.55	45,157	D
Common Stock	10/12/2006	S	650	D	\$ 64.57	44,507	D
Common Stock	10/12/2006	S	250	D	\$ 64.58	44,257	D
Common Stock	10/12/2006	S	1,500	D	\$ 64.6	42,757	D
Common Stock	10/12/2006	S	350	D	\$ 64.61	42,407	D
Common Stock	10/12/2006	S	150	D	\$ 64.62	42,257	D
Common Stock	10/12/2006	S	250	D	\$ 64.64	42,007	D
Common Stock	10/12/2006	S	250	D	\$ 64.65	41,757	D
Common Stock	10/12/2006	S	350	D	\$ 64.68	41,407	D
Common Stock	10/12/2006	S	150	D	\$ 64.69	41,257	D
Common Stock	10/12/2006	S	250	D	\$ 64.7	41,007	D
Common Stock	10/12/2006	S	250	D	\$ 64.72	40,757	D
Common Stock	10/12/2006	S	500	D	\$ 64.75	40,257	D
Common Stock	10/12/2006	S	1,100	D	\$ 64.8	39,157	D
Common Stock	10/12/2006	S	400	D	\$ 64.81	38,757	D
Common Stock	10/12/2006	S	250	D	\$ 64.85	38,507	D
Common Stock	10/12/2006	S	250	D	\$ 64.9	38,257	D
Common Stock	10/12/2006	S	250	D	\$ 64.92	38,007	D
	10/12/2006	S	500	D	\$ 64.93	37,507	D

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Common  
Stock

Common Stock	10/12/2006	S	1,000	D	\$ 65	36,507	D
Common Stock	10/12/2006	S	250	D	\$ 65.01	36,257	D
Common Stock	10/12/2006	S	250	D	\$ 65.1	36,007	D
Common Stock	10/12/2006	S	500	D	\$ 65.13	35,507	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 or Number of Shares
Employee Stock Option	\$ 21	10/12/2006		M		1,684		01/20/1995	01/20/2009	Common	1,684
Employee Stock Option	\$ 20.2813	10/12/2006		M		17,816		01/24/2002	01/24/2011	Common	17,816

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WAGNER GARY 245 SO. LOS ROBLES AVE PASADENA, CA 91101	Executive Vice President, COO

## Signatures

/s/ Cynthia A. Iwasaki, Power of  
Attorney

10/13/2006

\_\_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).

### Remarks:

Part 1 of 2 - Transaction Date 10/12/06

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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