

AMERON INTERNATIONAL CORP

Form 4

October 16, 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  
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2005  
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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)  
10/13/2006

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	10/13/2006		M		2,184	A	\$ 20.2813	34,941 D
Common Stock	10/13/2006		M		10,000	A	\$ 19.0625	44,941 D
Common Stock	10/13/2006		M		566	A	\$ 19.5625	45,507 D
Common Stock	10/13/2006		S		250	D	\$ 66	45,257 D
Common Stock	10/13/2006		S		100	D	\$ 66.24	45,157 D

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Common Stock	10/13/2006	S	250	D	\$ 66.25	44,907	D
Common Stock	10/13/2006	S	400	D	\$ 66.26	44,507	D
Common Stock	10/13/2006	S	500	D	\$ 66.27	44,007	D
Common Stock	10/13/2006	S	250	D	\$ 66.28	43,757	D
Common Stock	10/13/2006	S	750	D	\$ 66.3	43,007	D
Common Stock	10/13/2006	S	500	D	\$ 66.34	42,507	D
Common Stock	10/13/2006	S	250	D	\$ 66.53	42,257	D
Common Stock	10/13/2006	S	2,100	D	\$ 67	40,157	D
Common Stock	10/13/2006	S	150	D	\$ 67.01	40,007	D
Common Stock	10/13/2006	S	250	D	\$ 67.02	39,757	D
Common Stock	10/13/2006	S	400	D	\$ 67.05	39,357	D
Common Stock	10/13/2006	S	250	D	\$ 67.06	39,107	D
Common Stock	10/13/2006	S	250	D	\$ 67.07	38,857	D
Common Stock	10/13/2006	S	100	D	\$ 67.09	38,757	D
Common Stock	10/13/2006	S	100	D	\$ 67.1	38,657	D
Common Stock	10/13/2006	S	100	D	\$ 67.11	38,557	D
Common Stock	10/13/2006	S	150	D	\$ 67.12	38,407	D
Common Stock	10/13/2006	S	100	D	\$ 67.13	38,307	D
Common Stock	10/13/2006	S	150	D	\$ 67.14	38,157	D
Common Stock	10/13/2006	S	250	D	\$ 67.15	37,907	D
	10/13/2006	S	250	D	\$ 67.19	37,657	D

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Common  
Stock

Common Stock	10/13/2006	S	350	D	\$ 67.25	37,307	D
Common Stock	10/13/2006	S	550	D	\$ 67.26	36,757	D
Common Stock	10/13/2006	S	350	D	\$ 67.27	36,407	D
Common Stock	10/13/2006	S	150	D	\$ 67.29	36,257	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	\$ 20.2813	10/13/2006		M		2,184		01/24/2002	01/24/2011	Common	2,184
Employee Stock Option	\$ 19.0625	10/13/2006		M		10,000		01/28/2000	01/29/2014	Common	10,000
Employee Stock Option	\$ 19.5625	10/13/2006		M		566		01/27/2001	01/27/2015	Common	566

## 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

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 10-13-2006

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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