

AMERON INTERNATIONAL CORP  
 Form 4  
 October 12, 2006

**FORM 4**

**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).

**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 \*  
**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)

3. Date of Earliest Transaction (Month/Day/Year)  
**10/11/2006**

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

**PASADENA, CA 91101**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	10/11/2006		M	3,934	A \$ 18.5	36,691	D
Common Stock	10/11/2006		M	4,316	A \$ 21	41,007	D
Common Stock	10/11/2006		S	3,500	D \$ 64	37,507	D
Common Stock	10/11/2006		S	250	D \$ 64.01	37,257	D
Common Stock	10/11/2006		S	500	D \$ 64.04	36,757	D

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Common Stock	10/11/2006	S	250	D	\$ 64.05	36,507	D
Common Stock	10/11/2006	S	250	D	\$ 64.06	36,257	D
Common Stock	10/11/2006	S	350	D	\$ 64.07	35,907	D
Common Stock	10/11/2006	S	250	D	\$ 64.1	35,657	D
Common Stock	10/11/2006	S	150	D	\$ 64.11	35,507	D
Common Stock	10/11/2006	S	250	D	\$ 64.14	35,257	D
Common Stock	10/11/2006	S	250	D	\$ 64.16	35,007	D
Common Stock	10/11/2006	S	250	D	\$ 64.17	34,757	D
Common Stock	10/11/2006	S	250	D	\$ 64.18	34,507	D
Common Stock	10/11/2006	S	250	D	\$ 64.24	34,257	D
Common Stock	10/11/2006	S	250	D	\$ 64.25	34,007	D
Common Stock	10/11/2006	S	250	D	\$ 64.26	33,757	D
Common Stock	10/11/2006	S	500	D	\$ 64.27	33,257	D
Common Stock	10/11/2006	S	250	D	\$ 64.3	33,007	D
Common Stock	10/11/2006	S	250	D	\$ 64.44	32,757	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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			Code	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				V	(A)				
Employee Stock Option	\$ 18.5	10/11/2006	M		3,934	12/01/1996	04/25/2009	Common	3,934
Employee Stock Option	\$ 21	10/11/2006	M		4,316	01/20/1995	01/20/2009	Common	4,316

## 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  
10/11/2006

\_\_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).

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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