

AMERON INTERNATIONAL CORP  
 Form 4  
 October 12, 2006

**FORM 4**

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

OMB APPROVAL

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

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)
			Code	V Amount (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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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	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		(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V				
Employee Stock Option	\$ 18.5	10/11/2006	M		12/01/1996	04/25/2009	Common	3,934
Employee Stock Option	\$ 21	10/11/2006	M		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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