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AMERON INTERNATIONAL CORP

Form 4 July 17, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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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(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FRIEDRICH RALPH S Issuer Symbol AMERON INTERNATIONAL (Check all applicable) CORP [AMN] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title _ Other (specify (Month/Day/Year) below) below) 245 S LOS ROBLES AVE 07/17/2006 V.P. Research & Engineering (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PASADENA, CA 91101 Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivativ	e Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	omr Dispo (Instr. 3,	sed of 4 and (A) or	5)	5. Amount of 6. Securities Ow Beneficially For Owned Directly Following or I Reported (I)	Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/17/2006		Code V M	Amount 500	(D)	Price \$ 19.5625	500	D	
Common Stock	07/17/2006		S	300	D	\$ 53.25	200	D	
Common Stock	07/17/2006		S	100	D	\$ 53.37	100	D	
Common Stock	07/17/2006		S	100	D	\$ 53.38	0	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number		6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	ctionof		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Derivative		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities					
	Derivative				Acqu	iired				
	Security				(A) c	or				
					Disposed					
					of (D)					
					(Instr. 3, 4,					
					and 5	5)				
										Amount
										or
							Date	Expiration	Title	Number
							Exercisable	Date		of
				Code V	(A)	(D)				Shares
					()	()				
Employee										
Stock	\$ 19.5625	07/17/2006		M		500	01/27/2001	01/27/2010	Common	500

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FRIEDRICH RALPH S 245 S LOS ROBLES AVE PASADENA, CA 91101

V.P. Research & Engineering

Signatures

Option

/s/ Cynthia A. Iwasaki, Power of Attorney 07/17/2006

**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. 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.

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