

AMERON INTERNATIONAL CORP  
 Form 4  
 October 11, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
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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)  
**10/09/2006**

\_\_\_\_ 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 Price (D)                                                                       |                                                          |                                   |
| Common Stock                    | 10/09/2006                           |                                                    | S                              |                                                                   | 250 D \$ 65.54                                                                                |                                                          | D                                 |
| Common Stock                    | 10/09/2006                           |                                                    | S                              |                                                                   | 100 D \$ 65.6                                                                                 |                                                          | D                                 |
| Common Stock                    | 10/09/2006                           |                                                    | S                              |                                                                   | 250 D \$ 65.61                                                                                |                                                          | D                                 |
| Common Stock                    | 10/09/2006                           |                                                    | S                              |                                                                   | 250 D \$ 65.62                                                                                |                                                          | D                                 |
| Common Stock                    | 10/09/2006                           |                                                    | S                              |                                                                   | 150 D \$ 65.66                                                                                |                                                          | D                                 |

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Common Stock 10/09/2006 S 250 D \$ 66.45 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 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         |                                                          | Date Exercisable                                              | Expiration Date                            | Title                                                                                        | Amount or Number of Shares |
|                                            |                                                        |                                      |                                                    |                                |                                                                                         |                                                          | Code                                                          | V (A)                                      | (D)                                                                                          |                            |

## 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

10/10/2006

\*\*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 2 of 2 Transaction date 10/9/06

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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