

AMERON INTERNATIONAL CORP
Form 4
October 18, 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)
10/17/2006

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President, COO

PASADENA, CA 91101

(City) (State) (Zip)

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

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)
				(A) or (D)	Price		
Common Stock	10/17/2006		M	A	\$ 24.875	40,941	D
Common Stock	10/17/2006		M	A	\$ 29.375	41,507	D
Common Stock	10/17/2006		S	D	\$ 69	39,207	D
Common Stock	10/17/2006		S	D	\$ 69.01	38,707	D
Common Stock	10/17/2006		S	D	\$ 69.02	38,457	D

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Common Stock	10/17/2006	S	750	D	\$ 69.03	37,707	D
Common Stock	10/17/2006	S	150	D	\$ 69.04	37,557	D
Common Stock	10/17/2006	S	1,000	D	\$ 69.05	36,557	D
Common Stock	10/17/2006	S	150	D	\$ 69.08	36,407	D
Common Stock	10/17/2006	S	400	D	\$ 69.09	36,007	D
Common Stock	10/17/2006	S	100	D	\$ 69.22	35,907	D
Common Stock	10/17/2006	S	400	D	\$ 69.25	35,507	D
Common Stock	10/17/2006	S	100	D	\$ 69.28	35,407	D
Common Stock	10/17/2006	S	150	D	\$ 69.39	35,257	D
Common Stock	10/17/2006	S	100	D	\$ 69.5	35,157	D
Common Stock	10/17/2006	S	250	D	\$ 69.54	34,907	D
Common Stock	10/17/2006	S	250	D	\$ 69.56	34,657	D
Common Stock	10/17/2006	S	750	D	\$ 69.61	33,907	D
Common Stock	10/17/2006	S	400	D	\$ 69.62	33,507	D
Common Stock	10/17/2006	S	350	D	\$ 69.65	33,157	D
Common Stock	10/17/2006	S	150	D	\$ 69.66	33,007	D
Common Stock	10/17/2006	S	250	D	\$ 69.72	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)**

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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	\$ 24.875	10/17/2006		M	8,184	01/30/1998	01/30/2012	Common	8,184
Employee Stock Option	\$ 29.375	10/17/2006		M	566	01/29/1999	01/29/2013	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

/s/ Cynthia A. Iwasaki, Power of Attorney
 10/17/2006
 **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.

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