

AMERON INTERNATIONAL CORP
 Form 4
 February 13, 2008

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 *
 HAGAN J MICHAEL

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)

3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

245 SO. LOS ROBLES AVE.

02/12/2008

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

PASADENA, CA 91101

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 02/12/2008 | | M | A | 3,000 | \$ 22.925 | 19,485 D |
| Common Stock | 02/12/2008 | | M | A | 3,000 | \$ 35.275 | 22,485 D |
| Common Stock | 02/12/2008 | | M | A | 3,000 | \$ 27.95 | 25,485 D |
| Common Stock | 02/12/2008 | | M | A | 2,250 | \$ 34 | 27,735 D |
| Common Stock | 02/12/2008 | | M | A | 1,500 | \$ 33.28 | 29,235 D |

Edgar Filing: AMERON INTERNATIONAL CORP - Form 4

Common Stock 02/12/2008 F 3,802 D \$ 101.23 25,433 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non Employee Stock Option | \$ 22.925 | 02/12/2008 | | M | | 03/22/2002 | 03/22/2011 | Common | 3,000 |
| Non Employee Stock Option | \$ 35.275 | 02/12/2008 | | M | | 03/21/2003 | 03/21/2012 | Common | 3,000 |
| Non Employee Stock Option | \$ 27.95 | 02/12/2008 | | M | | 03/27/2004 | 03/27/2013 | Common | 3,000 |
| Non Employee Stock Option | \$ 34 | 02/12/2008 | | M | | 03/26/2005 | 03/26/2014 | Common | 2,250 |
| Non Employee Stock Option | \$ 33.28 | 02/12/2008 | | M | | 03/24/2006 | 03/24/2015 | Common | 1,500 |
| Stock Option (Right to buy) | \$ 101.23 | 02/12/2008 | | A | 3,802 | <u>(2)</u> | 02/12/2018 | Common | 3,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|--------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HAGAN J MICHAEL 245 SO. LOS ROBLES AVE. PASADENA, CA 91101 | X | | | |

Signatures

/s/ Cynthia A. Iwasaki, Power of Attorney

02/13/2008

__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).
- (1) Represents shares held by Mr. Hagan and delivered to the Company to pay the option cost upon the exercise of stock options.
 - (2) The option vests in four equal installments beginning on February 12, 2009.

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.