MARLEN JAMES S

Form 4 May 11, 2005

## 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 Number:

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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)

| 1. Name and Address of Reporting Person ** MARLEN JAMES S | 2. Issuer Name <b>and</b> Ticker or Trading Symbol          | 5. Relationship of Reporting Person(s) to Issuer  |  |  |  |
|---|---|---|--|--|--|
|   | AMERON INTERNATIONAL CORP [AMN]                             | (Check all applicable)  |  |  |  |
| (Last) (First) (Middle) 245 SO. LOS ROBLES AVE            | 3. Date of Earliest Transaction (Month/Day/Year) 03/24/2005 | _X Director 10% Owner _X Officer (give title Other (specibelow) below)  Chairman, CEO & President                               |  |  |  |
| (Street)  | 4. If Amendment, Date Original Filed(Month/Day/Year)        | <ul><li>6. Individual or Joint/Group Filing(Check<br/>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul> |  |  |  |
| PASADENA, CA 91101  |   | Form filed by More than One Reporting Person  |  |  |  |

| (City)                               | (State)                                 | Zip) Table  | e I - Non-D                             | erivative   | Secur            | ities Acq  | uired, Disposed o                              | f, or Beneficial | ly Owned |
|--------------------------------------|---|---|---|---|------------------|--|--|------------------|----------|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired action(A) or Disposed of (D) (Instr. 3, 4 and 5) |                  | 5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) |  |                  |          |
|                                      |   |   | Code V                                  | Amount  | (A)<br>or<br>(D) | Price  | Reported<br>Transaction(s)<br>(Instr. 3 and 4) |                  |          |
| Common<br>Stock                      | 03/24/2005                              |   | F                                       | 3,965<br>(1)  | D                | \$<br>33.28  | 86,771   | D                |          |
| Common<br>Stock                      |   |   |   |   |                  |  | 181  | I                | 401k     |

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

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# 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 |                    | 4.         | 5.         | 6. Date Exerc |            | 7. Title |          | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|----------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | orNumber   | Expiration D  | ate        | Amou     | nt of    | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/   | Year)      | Under    | lying    | Security    | Secur  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e             |            | Securi   | ties     | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |               |            | (Instr.  | 3 and 4) |             | Own    |
|             | Security    |                     |                    |            | Acquired   |               |            |          |          |             | Follo  |
|             |             |                     |                    |            | (A) or     |               |            |          |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |               |            |          |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |               |            |          |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |               |            |          |          |             |        |
|             |             |                     |                    |            | 4, and 5)  |               |            |          |          |             |        |
|             |             |                     |                    |            |            |               |            |          |          |             |        |
|             |             |                     |                    |            |            |               |            |          | Amount   |             |        |
|             |             |                     |                    |            |            | Date          | Expiration |          | or       |             |        |
|             |             |                     |                    |            |            | Exercisable   | Date       | Title    | Number   |             |        |
|             |             |                     |                    |            |            | Excicisable   | Date       |          | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |               |            |          | Shares   |             |        |

## **Reporting Owners**

| Reporting Owner Name / Address                                 | Relationships |           |                           |       |  |  |  |
|--|---------------|-----------|---------------------------|-------|--|--|--|
|  | Director      | 10% Owner | Officer                   | Other |  |  |  |
| MARLEN JAMES S<br>245 SO. LOS ROBLES AVE<br>PASADENA, CA 91101 | X             |           | Chairman, CEO & President |       |  |  |  |

## **Signatures**

Cynthia A. Iwasaki, Power of Attorney 05/11/2005

\*\*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 surrendered to pay taxes applicable to the vesting of restricted stock.

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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