### Edgar Filing: AMERON INTERNATIONAL CORP - Form 4

| Form 4<br>July 07, 200   |  | AL CORP |      |   |                   |          |                        |  | OMB AF   | PROVAL  |  |
|--|--|---------|------|---|-------------------|----------|------------------------|--|--|---|--|
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 |  |         |      |   |                   |          |                        | OMB<br>Number:   | 3235-0287  |   |  |
| Check this box<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or       |  |         |      |   | I BENEI<br>RITIES | FICL     | AL OWN                 | ERSHIP OF  | Expires:<br>Estimated a<br>burden hou<br>response                          | irs per   |  |
| obligation may cor   | Form 5<br>obligations<br>may continue.Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940 |         |      |   |                   |          |                        |  |  |   |  |
| (Print or Type   | Responses)   |         |      |   |                   |          |                        |  |  |   |  |
| MARLEN JAMES S Symbol  |  |         |      | er Name <b>an</b><br>ON INTI  |                   |          | 6                      | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)                                      |  |   |  |
|  |  |         | CORP | [AMN]   |                   |          |                        | (Check an applicable)  |  |   |  |
|  |  |         |      | /Day/Year)  |                   |          |                        | _X_ Director 10% Owner<br>_X_ Officer (give title Other (specify<br>below) below)<br>Chairman, CEO & President     |  |   |  |
|  |  |         |      | Ionth/Day/Year)   |                   |          |                        | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_ Form filed by One Reporting Person            |  |   |  |
| PASADENA, CA 91101   |  |         |      | Form filed by More than One Reporting Person  |                   |          |                        |  |  | porting   |  |
| (City)   | (State)  | (Zip)   | Tab  | le I - Non-   | Derivativ         | e Secu   | rities Acqu            | ired, Disposed of,   | or Beneficial  | ly Owned  |  |
| 1.Title of<br>Security<br>(Instr. 3)   | 2. Transaction Date 2A. Deemed<br>(Month/Day/Year) Execution Date, if<br>any<br>(Month/Day/Year)   |         |      | 3. 4. Securities Acquired (A)<br>Transaction Disposed of (D)<br>Code (Instr. 3, 4 and 5)<br>(Instr. 8)<br>(A)<br>or |                   |          |                        | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common<br>Stock  | 07/06/2005   |         |      | Code V<br>M   | Amount<br>400     | (D)<br>A | Price<br>\$<br>19.5625 | 87 171   | D  |   |  |
| Common<br>Stock  | 07/06/2005   |         |      | S   | 400               | D        | \$ 37.18               | 86,771   | D  |   |  |
| Common<br>Stock  |  |         |      |   |                   |          |                        | 181  | Ι  | 401(k)  |  |

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

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#### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | onof |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  | 8. P<br>Der<br>Sec<br>(Ins |
|---|---|---|--|------|-----|--|--------------------|---|--|----------------------------|
|   |   |   | Code V                                 | (A)  | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |                            |
| Empl<br>Stock<br>Option                             | \$ 19.5625  | 07/06/2005                              | М                                      |      | 400 | 01/27/2001   | 01/27/2015         | Common  | 400                                    | 19                         |

## **Reporting Owners**

| Reporting Owner Name / Address                                  | Relationships |            |                                 |       |  |  |  |
|---|---------------|------------|---------------------------------|-------|--|--|--|
| I G G G G G G G G G G G G G G G G G G G                         | Director      | 10% Owner  | Officer                         | Other |  |  |  |
| MARLEN JAMES S<br>245 SO. LOS ROBLES AVE.<br>PASADENA, CA 91101 | Х             |            | Chairman,<br>CEO &<br>President |       |  |  |  |
| Signatures  |               |            |                                 |       |  |  |  |
| /s/ Cynthia A. Iwasaki, Power of Attorney                       |               | 07/07/2005 |                                 |       |  |  |  |
| **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).

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.