Edgar Filing: AMERON INTERNATIONAL CORP - Form 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue STATEMENT (STATEMENT (ES SECURITIES AND EXCHANG Washington, D.C. 20549 OF CHANGES IN BENEFICIAL SECURITIES • Section 16(a) of the Securities Exc e Public Utility Holding Company A n) of the Investment Company Act o	OWNERSHIP OF3235-0287Number:3235-0287Number:January 31,Expires:2005Estimated averageburden hours perresponse0.5
(Print or Type Responses)		
1. Name and Address of Reporting Person <u>*</u> MARLEN JAMES S	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.	3. Date of Earliest Transaction (Month/Day/Year) 07/12/2005	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chairman, CEO and President
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person
PASADENA, CA 91101		Form filed by More than One Reporting Person
(City) (State) (Zip)	Table I - Non-Derivative Securitie	s Acquired, Disposed of, or Beneficially Owned
(Instr. 3) any	on Date, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) /Day/Year) (Instr. 8) (A) or	red (A) 5. Amount of 6. 7. Nature of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)
Common 07/12/2005 Stock	M 7.000 A ^{\$}	.2813 93,771 D
Common Stock 07/12/2005	S 7,000 D ^{\$} 37	.3807 ^{86,771} D
Common Stock		181 I 401(K)

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

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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 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. Transactio Code (Instr. 8)	5. Number prof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date				8. D S (I
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Empl Stock Option	\$ 20.2813	07/12/2005		М	7,000	01/24/2002	01/24/2011	Common	7,000	2

Reporting Owners

Reporting Owner Name / Address	Relationships				
F8	Director	10% Owner	Officer	Other	
MARLEN JAMES S 245 SO. LOS ROBLES AVE. PASADENA, CA 91101	х		Chairman, CEO and President		
Signatures					
/s/ Cynthia A. Iwasaki, Power of Attorney		07/13/2005			
**Signature of Reporting Person		Date			
Explanation of Poor		`			

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.