AMERON INTERNATIONAL CORP

Form 4 July 21, 2006

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005
Estimated average

0.5

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

SECURITIES

burden hours per response...

See Instr 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 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) 07/20/2006	X Director 10% Owner Solution of the control of the
	(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 Securities Acquired, Disposed of, or Beneficially Owned							
(City)	(Butte)		Table I - Non-Deriv	vative S	ecurit	ies Acquii	ed, Dis	sposed of	or Ben	neficially Owned
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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)		sed of		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	07/20/2006		M	6,600	A	\$ 28.4063	104,503	D	
Common Stock	07/20/2006		S	6,600	D	\$ 54.8059	97,903	D	
Common Stock							178	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)	4. Transaction Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ative Expiration Date (s (Month/Day/Year) d		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 E S (I
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Empl Stock Option	\$ 28.4063	07/20/2006	M	6,600	06/24/1999	06/24/2013	Common	6,600	

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				

MARLEN JAMES S Chairman, 245 SO. LOS ROBLES AVE. X CEO & PASADENA, CA 91101 President

Signatures

/s/ Cynthia A. Iwasaki, Power of Attorney 07/20/2006

**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. 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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