

AMERON INTERNATIONAL CORP
 Form 4
 October 17, 2006

FORM 4

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

OMB APPROVAL

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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 *
WAGNER GARY

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.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/16/2006

____ Director
 Officer (give title below) _____ Other (specify below)
Executive Vice President, COO

PASADENA, CA 91101

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/16/2006		M		14,434	A	\$ 19.5625
Common Stock	10/16/2006		M		1,816	A	\$ 24.875
Common Stock	10/16/2006		S		250	D	\$ 68
Common Stock	10/16/2006		S		250	D	\$ 68.47
Common Stock	10/16/2006		S		250	D	\$ 68.53

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Common Stock	10/16/2006	S	250	D	\$ 68.65	48,007	D
Common Stock	10/16/2006	S	250	D	\$ 69.03	47,757	D
Common Stock	10/16/2006	S	250	D	\$ 69.05	47,507	D
Common Stock	10/16/2006	S	100	D	\$ 69.7	47,407	D
Common Stock	10/16/2006	S	150	D	\$ 69.78	47,257	D
Common Stock	10/16/2006	S	250	D	\$ 69.82	47,007	D
Common Stock	10/16/2006	S	250	D	\$ 69.83	46,757	D
Common Stock	10/16/2006	S	250	D	\$ 69.86	46,507	D
Common Stock	10/16/2006	S	250	D	\$ 69.9	46,257	D
Common Stock	10/16/2006	S	8,450	D	\$ 70	37,807	D
Common Stock	10/16/2006	S	250	D	\$ 70.01	37,557	D
Common Stock	10/16/2006	S	600	D	\$ 70.02	36,957	D
Common Stock	10/16/2006	S	900	D	\$ 70.03	36,057	D
Common Stock	10/16/2006	S	250	D	\$ 70.04	35,807	D
Common Stock	10/16/2006	S	250	D	\$ 70.05	35,557	D
Common Stock	10/16/2006	S	100	D	\$ 70.06	35,457	D
Common Stock	10/16/2006	S	150	D	\$ 70.07	35,307	D
Common Stock	10/16/2006	S	550	D	\$ 70.08	34,757	D
Common Stock	10/16/2006	S	350	D	\$ 70.1	34,407	D
Common Stock	10/16/2006	S	100	D	\$ 70.11	34,307	D
	10/16/2006	S	150	D	\$ 70.12	34,157	D

Common Stock							
Common Stock	10/16/2006	S	150	D	\$ 70.19	34,007	D
Common Stock	10/16/2006	S	500	D	\$ 70.24	33,507	D
Common Stock	10/16/2006	S	250	D	\$ 70.25	33,257	D
Common Stock	10/16/2006	S	250	D	\$ 70.28	33,007	D

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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 19.5625	10/16/2006		M	14,434	01/27/2001	01/27/2015	Common	14,434
Employee Stock Option	\$ 24.875	10/16/2006		M	1,816	01/30/1998	01/30/2012	Common	1,816

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WAGNER GARY 245 SO. LOS ROBLES AVE. PASADENA, CA 91101			Executive Vice President, COO	

Signatures

/s/ Cynthia A. Iwasaki, Power of
Attorney

10/16/2006

__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).

Remarks:

Part 1 of 2, transaction date 10/16/2006.

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.