#### AMERON INTERNATIONAL CORP

Form 4

February 13, 2008

# FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** HAGAN J MICHAEL		2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
		AMERON INTERNATIONAL CORP [AMN]			
(Last) (First)  245 SO. LOS ROBLES A	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/12/2008	_X_ Director 10% Owner Officer (give title below) Other (special below)		
(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							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	02/12/2008		M	3,000	A	\$ 22.925	19,485	D	
Common Stock	02/12/2008		M	3,000	A	\$ 35.275	22,485	D	
Common Stock	02/12/2008		M	3,000	A	\$ 27.95	25,485	D	
Common Stock	02/12/2008		M	2,250	A	\$ 34	27,735	D	
Common Stock	02/12/2008		M	1,500	A	\$ 33.28	29,235	D	

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Common Stock 02/12/2008 F  $\frac{3,802}{(1)}$  D  $\frac{\$}{101.23}$  25,433 D

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 number.

SEC 1474

(9-02)

# 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Non Employee Stock Option	\$ 22.925	02/12/2008		M		3,000	03/22/2002	03/22/2011	Common	3,00
Non Employee Stock Option	\$ 35.275	02/12/2008		M		3,000	03/21/2003	03/21/2012	Common	3,00
Non Employee Stock Option	\$ 27.95	02/12/2008		M		3,000	03/27/2004	03/27/2013	Common	3,00
Non Employee Stock Option	\$ 34	02/12/2008		M		2,250	03/26/2005	03/26/2014	Common	2,25
Non Employee Stock Option	\$ 33.28	02/12/2008		M		1,500	03/24/2006	03/24/2015	Common	1,50
Stock Option (Right to buy)	\$ 101.23	02/12/2008		A	3,802		(2)	02/12/2018	Common	3,80

# **Reporting Owners**

Relationships

**Reporting Owner Name / Address** 

 $\begin{array}{ccc} \text{Director} & 10\% & \text{Officer} & \text{Other} \\ & \text{Owner} & & \end{array}$ 

HAGAN J MICHAEL 245 SO. LOS ROBLES AVE. PASADENA, CA 91101

X

# **Signatures**

/s/ Cynthia A. Iwasaki, Power of Attorney

02/13/2008

\*\*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 held by Mr. Hagan and delivered to the Company to pay the option cost upon the exercise of stock options.
- (2) The option vests in four equal installments beginning on February 12, 2009.

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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