

AMERON INTERNATIONAL CORP  
Form 8-K  
March 26, 2009  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) **March 25, 2009**

**AMERON INTERNATIONAL CORPORATION**  
(Exact name of Registrant as specified in its charter)

**Delaware**                      **1-9102**                      **77-0100596**  
(State or Other Jurisdiction   (Commission   (I.R.S. Employer  
of Incorporation)                      File Number)   Identification No.)

**245 South Los Robles Avenue**                      **91101**  
**Pasadena, California**                                      (Zip Code)  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code **(626) 683-4000**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 2.02 Results of Operations and Financial Condition.**

On March 25, 2009, the Company issued a press release regarding the Company's results of operations for the first quarter ended March 1, 2009. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 8.01 Other Events.**

On March 26, 2009, the Company issued a press release announcing its quarterly dividend. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No. Description**

99.1	News Release dated March 25, 2009
99.2	News Release dated March 26, 2009

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereto duly authorized.

AMERON INTERNATIONAL CORPORATION

Dated: March 26, 2009 By: /s/ Stephen E. Johnson

Stephen E. Johnson

Senior Vice President, Secretary and General Counsel

**EXHIBIT INDEX**

**Exhibit**   **Description**

99.1      News Release dated March 25, 2009

99.2      News Release dated March 26, 2009

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