

MARLEN JAMES S
Form 4/A
May 18, 2010

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 *
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.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO & President

PASADENA, CA 91101
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
04/05/2010

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or (D) Price						
Common Stock	04/01/2010		M		8,000 (1)	A	2	8,000	D		
Common Stock	04/01/2010		F		3,735	D	\$	63.31	4,265	D	
Common Stock	04/01/2010		G	V	4,265	D	\$	0	0	D	
Common Stock	04/01/2010		G	V	4,265	A	\$	0	18,309	I	Marlen Family Trust

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARLEN JAMES S 245 SO. LOS ROBLES AVE. PASADENA, CA 91101	X		Chairman, CEO & President	

Signatures

/s/ Cynthia A. Iwasaki, Power of Attorney
Date: 05/18/2010

**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) These shares were inadvertently reported as having been acquired indirectly by Mr. Marlen and directly by the Marlen Family Trust. They were, in fact, acquired directly by Mr. Marlen and subsequently transferred to the Marlen Family Trust by gift.

Each Performance Stock Unit represented a contingent right, which vested on April 1, 2010, to receive one share of the common stock of Ameron International Corporation (the "Company"). The actual number of shares received by the reporting person was determined on

- (2) April 1, 2010 based on the closing price of the Company's common stock on March 31, 2010. 12,000 derivative securities previously issued to the reporting person did not vest because the performance conditions for vesting of that number of shares of the Company's common stock were not met. Such derivative securities were forfeited.

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.