

AMERON INTERNATIONAL CORP  
 Form 4  
 February 13, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 HAGAN J MICHAEL

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)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

245 SO. LOS ROBLES AVE.

02/12/2008

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

PASADENA, CA 91101

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/12/2008		M	A	3,000	\$ 22.925	19,485 D
Common Stock	02/12/2008		M	A	3,000	\$ 35.275	22,485 D
Common Stock	02/12/2008		M	A	3,000	\$ 27.95	25,485 D
Common Stock	02/12/2008		M	A	2,250	\$ 34	27,735 D
Common Stock	02/12/2008		M	A	1,500	\$ 33.28	29,235 D

Edgar Filing: AMERON INTERNATIONAL CORP - Form 4

Common Stock      02/12/2008      F      3,802      D      \$ 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. 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
Non Employee Stock Option	\$ 22.925	02/12/2008		M		03/22/2002	03/22/2011	Common	3,000
Non Employee Stock Option	\$ 35.275	02/12/2008		M		03/21/2003	03/21/2012	Common	3,000
Non Employee Stock Option	\$ 27.95	02/12/2008		M		03/27/2004	03/27/2013	Common	3,000
Non Employee Stock Option	\$ 34	02/12/2008		M		03/26/2005	03/26/2014	Common	2,250
Non Employee Stock Option	\$ 33.28	02/12/2008		M		03/24/2006	03/24/2015	Common	1,500
Stock Option (Right to buy)	\$ 101.23	02/12/2008		A	3,802	<u>(2)</u>	02/12/2018	Common	3,800

