

AMERON INTERNATIONAL CORP  
 Form 4  
 April 19, 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 \*  
**GIESE THOMAS P**

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)  
 04/18/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice Pres., Water. Trans. Grp.

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 or Price   |  |   |
| Common Stock                    | 04/18/2006                           |  | M                              |   | 8,000 A \$ 24.875   | 33,698   | D   |
| Common Stock                    | 04/18/2006                           |  | M                              |   | 3,000 A \$ 29.375   | 36,698   | D   |
| Common Stock                    | 04/18/2006                           |  | M                              |   | 3,000 A \$ 19.0625  | 36,698   | D   |
| Common Stock                    | 04/18/2006                           |  | M                              |   | 6,000 A \$ 19.5625  | 45,698   | D   |
| Common Stock                    | 04/18/2006                           |  | S                              |   | 20,000 D \$ 67.6368   | 25,698   | D   |

Common Stock 454 I 401(k) Savings Plan

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) | Amount or Number of Shares |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |  |
| Employee Stock Option                      | \$ 24.875  | 04/18/2006                           |  | M                              | 8,000   | 01/30/1998 01/30/2012                                    | Common  | 8,000                      |  |
| Employee Stock Option                      | \$ 29.375  | 04/18/2006                           |  | M                              | 3,000   | 01/29/1999 01/29/2013                                    | Common  | 3,000                      |  |
| Employee Stock Option                      | \$ 19.0625   | 04/18/2006                           |  | M                              | 3,000   | 01/28/2000 01/29/2014                                    | Common  | 3,000                      |  |
| Employee Stock Option                      | \$ 19.5625   | 04/18/2006                           |  | M                              | 6,000   | 01/27/2001 01/27/2015                                    | Common  | 6,000                      |  |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

GIESE THOMAS P  
245 SO. LOS ROBLES AVE.  
PASADENA, CA 91101

Vice Pres., Water. Trans. Grp.

## Signatures

Cynthia A. Iwasaki, Power of  
Attorney

04/18/2006

\_\_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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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