

AMERON INTERNATIONAL CORP

Form 4

February 13, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

245 SO. LOS ROBLES AVE.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2008

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

PASADENA, CA 91101

(City) (State) (Zip)

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

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 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	(A) or (D)	Price	
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	3,802 (1)	D	\$ 101.23	25,433	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Non Employee Stock Option	\$ 22.925	02/12/2008		M	3,000	03/22/2002 03/22/2011	Common	3,000
Non Employee Stock Option	\$ 35.275	02/12/2008		M	3,000	03/21/2003 03/21/2012	Common	3,000
Non Employee Stock Option	\$ 27.95	02/12/2008		M	3,000	03/27/2004 03/27/2013	Common	3,000
Non Employee Stock Option	\$ 34	02/12/2008		M	2,250	03/26/2005 03/26/2014	Common	2,250
Non Employee Stock Option	\$ 33.28	02/12/2008		M	1,500	03/24/2006 03/24/2015	Common	1,500
Stock Option (Right to buy)	\$ 101.23	02/12/2008		A	3,802	(2) 02/12/2018	Common	3,802

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
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.

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