

AMERON INTERNATIONAL CORP

Form 4

October 13, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SOLIS JAVIER

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)

PASADENA, CA 91101

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
10/12/2006

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

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Sr. VP, Sec. & Gen. Counsel

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	(A) or (D)	Price		
Common Stock	10/12/2006		M		2,184	A	\$ 19.5625	32,346	D
Common Stock	10/12/2006		M		20,000	A	\$ 20.2813	52,346	D
Common Stock	10/12/2006		M		10,000	A	\$ 24.875	62,346	D
Common Stock	10/12/2006		M		1,900	A	\$ 29.375	64,246	D
Common Stock	10/12/2006		S		34,084	D	\$ 64.8213	30,162	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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(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
Employee Stock Option	\$ 19.5625	10/12/2006		M	2,184	01/27/2001 01/27/2015	Common 2,184
Employee Stock Option	\$ 20.2813	10/12/2006		M	20,000	01/24/2002 01/24/2011	Common 20,000
Employee Stock Option	\$ 24.875	10/12/2006		M	10,000	01/30/1998 01/30/2012	Common 10,000
Employee Stock Option	\$ 29.375	10/12/2006		M	1,900	01/29/1999 01/29/2013	Common 1,900

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SOLIS JAVIER 245 SO. LOS ROBLES AVE PASADENA, CA 91101	Sr. VP, Sec. & Gen. Counsel

Signatures

/s/ Cynthia A. Iwasaki, Power of Attorney 10/13/2006

__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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