AMERON INTERNATIONAL CORP
Form 8-K
June 26, 2008
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): 6-26-08

AMERON INTERNATIONAL CORPORATION
(Exact name of Registrant as Specified in its Charter)

Delaware	**1-9102**	**77-0100596**
(State or other jurisdiction	**(Commission**	**(IRS Employer**
of Incorporation)	**File No.)**	**Identification No.)**

245 South Los Robles Ave., Pasadena, California 91101
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code:
(626) 683-4000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following::

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement

Effective June 1, 2008, the cash compensation payable to Ameron International Corporation's non-employee directors will be as follows:

An annual cash retainer of $40,000;

An additional annual cash retainer of $7,000 for the chair of the Audit Committee;

An additional annual cash retainer of $6,000 for the chair of the Compensation Committee;

An additional annual cash retainer of $3,000 for the chair of the Nominating and Corporate Governance Committee; and

A meeting fee of $2,000 for each Regular Board or Special Board meeting attended or via teleconference and for each Committee meeting attended or via teleconference.

All retainer amounts will be payable in quarterly installments in advance.

In addition, non-employee directors will receive an annual grant of 1,200 shares of restricted stock on the first business day following the date of the annual meeting of stockholders of the Company, pursuant to the Ameron International Corporation 2004 Stock Incentive Plan for Nonemployee Directors. The shares of restricted stock have an annual vesting rate of 33 1/3% commencing one year from the date of grant.

Item 2.02 Results of Operations and Financial Condition

On June 26, 2008, the Registrant issued a press release regarding its results of operations for the second quarter ended June 1, 2008. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this report, including the exhibit attached hereto, is being furnished pursuant to Item 2.02 and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities thereunder. The information in this report will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD OR Item 12.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Cautionary statement for purposes of the "Safe Harbor" provisions of The Private Securities Litigation Reform Act of 1995: Any statements in this report that refer to the exhibit attached hereto, that refer to the estimated or anticipated future results of the Registrant are forwarded-looking and reflect the Registrant's current analysis of existing trends and information. Actual results may differ from current expectations based on a number of factors affecting the Registrant's businesses, including competitive conditions

and changing market situations. Matters affecting the economy generally, including the state of economies worldwide, can also affect the Registrant's results. Forward-looking statements represent the Registrant's judgment only as of the date of this report. Since actual results could differ materially from such statements, the reader is cautioned not to rely on these forward-looking statements. Moreover, the Registrant disclaims any intent or obligation to update these forward-looking statements.

Item 5.03 Amendments to Articles of Incorporation or Bylaws

Effective June 25, 2008, the Board of Directors amended Article IV, Sections 4.01, 4.02 and 4.03 of the Registrant's Bylaws. A copy of the Registrant's Bylaws, as so amended, is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	News Release dated June 26, 2008.
3.2	Bylaws of Ameron International Corporation, amended and restated effective June 25, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMERON INTERNATIONAL CORPORATION

Date: June 26, 2008 By: /s/ Stephen E. Johnson

Stephen E. Johnson

Senior Vice President & Secretary