

AMERON INTERNATIONAL CORP

Form 4

April 19, 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

OMB
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(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)

PASADENA, CA 91101

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
04/18/2006

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

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

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

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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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(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	\$ 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
GIESE THOMAS P 245 SO. LOS ROBLES AVE. PASADENA, CA 91101	Director 10% Owner Officer 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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