

ENDRES GARRETT J

Form 4

October 07, 2011

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 *
ENDRES GARRETT J

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)
10/05/2011

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP, Research & Engineering

PASADENA, CA 91101

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	10/05/2011		A	430 ⁽¹⁾	A \$ 0 430	D	
Common Stock	10/05/2011		D	430	D ⁽²⁾ 0	D	
Common Stock	10/05/2011		D	71	D ⁽³⁾ 0	I	See Footnote ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ENDRES GARRETT J 245 SO. LOS ROBLES AVE. PASADENA, CA 91101	VP, Research & Engineering

Signatures

/s/ Cynthia A. Iwasaki, Power of Attorney
10/07/2011
**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).

- Shares of Restricted Stock, which were granted prior to the merger (the "Merger") as authorized under the Agreement and Plan of
- (1) Merger, dated July 1, 2011, by and among Ameron International Corporation, National Oilwell Varco, Inc. and NOV Sub A, Inc. (the "Merger Agreement").
 - (2) Shares of Restricted Stock, which were cancelled in the Merger in exchange for a cash payment of \$85.00 (the "Merger Consideration") pursuant to the Merger Agreement.
 - (3) Shares of Common Stock were converted into the right to receive the Merger Consideration pursuant to the Merger Agreement.
 - (4) Shares of Common Stock held in trust under the Ameron International Corporation 401(k) Plan.

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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