

AMERON INTERNATIONAL CORP
 Form 4
 October 07, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 PEPPERCORN JOHN E

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)

3. Date of Earliest Transaction (Month/Day/Year)
 10/05/2011

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

245 SO. LOS ROBLES AVE.

(Street)

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

PASADENA, CA 91101

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/05/2011 | | D | | 3,066 | D | (1) 0 |
| Common Stock | 10/05/2011 | | D | | 12,334 | D | (2) 0 |

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Non Employee Stock Option | \$ 35.28 | 10/05/2011 | | D | 3,000 | ⁽³⁾ 03/12/2012 | Common Stock | 3,000 |
| Non Employee Stock Option | \$ 27.95 | 10/05/2011 | | D | 3,000 | ⁽³⁾ 03/27/2013 | Common Stock | 3,000 |
| Non Employee Stock Option | \$ 34 | 10/05/2011 | | D | 3,000 | ⁽³⁾ 03/26/2014 | Common Stock | 3,000 |
| Non Employee Stock Option | \$ 33.28 | 10/05/2011 | | D | 3,000 | ⁽³⁾ 03/24/2015 | Common Stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PEPPERCORN JOHN E 245 SO. LOS ROBLES AVE. PASADENA, CA 91101 | X | | | |

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 cancelled in the Merger (the "Merger") pursuant to the Agreement and Plan of Merger, dated July 1, 2011, by and among Ameron International Corporation, National Oilwell Varco, Inc. and NOV Sub A, Inc. (the "Merger Agreement") in exchange for a cash payment of \$85.00 (the "Merger Consideration").
- (1) Shares of Restricted Stock, which were cancelled in the Merger (the "Merger") pursuant to the Agreement and Plan of Merger, dated July 1, 2011, by and among Ameron International Corporation, National Oilwell Varco, Inc. and NOV Sub A, Inc. (the "Merger Agreement") in exchange for a cash payment of \$85.00 (the "Merger Consideration").
 - (2) Shares of Common Stock were converted into the right to receive the Merger Consideration pursuant to the Merger Agreement.
 - (3) These options were cancelled in the Merger in exchange for a cash payment of \$628,485.00 representing the difference between the weighted average exercise price of the options and the Merger Consideration.

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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