

AMERON INTERNATIONAL CORP  
 Form 4  
 December 18, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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**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 \*  
 HAGAN J MICHAEL

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)  
 12/14/2006

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	12/14/2006		M			2,000	A	\$ 24.9375	8,610	D	
Common Stock	12/14/2006		M			2,000	A	\$ 28.7188	10,610	D	
Common Stock	12/14/2006		M			2,000	A	\$ 17.375	12,610	D	
Common Stock	12/14/2006		M			3,000	A	\$ 16.8125	15,610	D	
Common Stock	12/14/2006		M			6,000	A	\$ 20.2813	21,610	D	

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Common Stock      12/14/2006      F      4,125  
(1)      D      \$ 76.18      17,485      D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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
Non Employee Stock Option	\$ 24.9375	12/14/2006		M		2,000		03/27/1998	03/27/2007	Common	2,000
Non Employee Stock Option	\$ 28.7188	12/14/2006		M		2,000		03/26/1999	03/26/2008	Common	2,000
Non Employee Stock Option	\$ 17.375	12/14/2006		M		2,000		03/25/2000	03/25/2009	Common	2,000
Non Employee Stock Option	\$ 16.8125	12/14/2006		M		3,000		03/23/2001	03/23/2010	Common	3,000
Non Employee Stock Option	\$ 20.2813	12/14/2006		M		6,000		01/24/2002	01/24/2011	Common	6,000

