

AMERON INTERNATIONAL CORP
 Form 4
 December 18, 2006

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 *
 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)
 245 SO. LOS ROBLES AVE.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/14/2006

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

PASADENA, CA 91101

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

(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.

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
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	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAGAN J MICHAEL 245 SO. LOS ROBLES AVE. PASADENA, CA 91101	X			

Signatures

/s/ Cynthia A. Iwasaki, Power of Attorney 12/18/2006

__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).

(1) This amount represents shares transferred to pay the option cost upon the exercise of stock options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.