

AMERON INTERNATIONAL CORP
 Form 4
 July 12, 2007

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 *
HAINES TERRY L

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)
07/11/2007

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 or Price			
Common Stock	07/11/2007		M			\$ 28,718.88	9,230	D	
Common Stock	07/11/2007		M			\$ 17.375	11,230	D	
Common Stock	07/11/2007		M			\$ 16.8125	14,230	D	
Common Stock	07/11/2007		M			\$ 22.925	17,230	D	
Common Stock	07/11/2007		M			\$ 35.275	20,230	D	

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Common Stock	07/11/2007		M	3,000	D	\$ 27.95	23,230	D
Common Stock	07/11/2007		M	2,250	D	\$ 34	25,480	D
Common Stock	07/11/2007		M	1,500	D	\$ 33.28	26,980	D
Common Stock	07/11/2007		S	100	D	\$ 93.94	26,880	D
Common Stock	07/11/2007		S	400	D	\$ 93.9	26,480	D
Common Stock	07/11/2007		S	100	D	\$ 93.86	26,380	D
Common Stock	07/11/2007		S	300	D	\$ 93.77	26,080	D
Common Stock	07/11/2007		S	600	D	\$ 93.88	25,480	D
Common Stock	07/11/2007		S	300	D	\$ 93.82	25,180	D
Common Stock	07/11/2007		S	100	D	\$ 93.83	25,080	D
Common Stock	07/11/2007		S	1,300	D	\$ 93.85	23,780	D
Common Stock	07/11/2007		S	200	D	\$ 93.76	23,580	D
Common Stock	07/11/2007		S	10,300	D	\$ 93.75	13,280	D
Common Stock	07/11/2007		S	4,500	D	\$ 93.7	8,780	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3, 4,
and 5)

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 28.7188	07/11/2007		M				03/26/1999	03/26/2008	Common	2,000
Stock Option (Right to Buy)	\$ 17.375	07/11/2007		M				03/25/2000	03/25/2009	Common	2,000
Stock Option (Right to Buy)	\$ 16.8125	07/11/2007		M				03/23/2001	03/23/2010	Common	3,000
Stock Option (Right to Buy)	\$ 22.925	07/11/2007		M				03/22/2002	03/22/2011	Common	3,000
Stock Option (Right to Buy)	\$ 35.275	07/11/2007		M				03/21/2003	03/21/2012	Common	3,000
Stock Option (Right to Buy)	\$ 27.95	07/11/2007		M				03/27/2004	03/27/2013	Common	3,000
Stock Option (Right to Buy)	\$ 34	07/11/2007		M				03/26/2005	03/26/2014	Common	2,250
Stock Option (Right to Buy)	\$ 33.28	07/11/2007		M				03/24/2006	03/24/2015	Common	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

HAINES TERRY L
245 SO. LOS ROBLES AVE.
PASADENA, CA 91101

Signatures

/s/ Cynthia A. Iwasaki, Power of
Attorney

07/12/2007

__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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