

MARLEN JAMES S  
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 \*  
MARLEN JAMES S

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  
 Officer (give title below)  Other (specify below)  
Chairman & CEO

PASADENA, CA 91101  
  
(City) (State) (Zip)

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

**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                           |  | A                              |   | 8,600<br>(1) \$ 0   | D  |                                   |
| Common Stock                    | 10/05/2011                           |  | D                              |   | 18,600 (2) 0  | D  |                                   |
| Common Stock                    | 10/05/2011                           |  | D                              |   | 173 (3) 0   | I  | See footnote (4)                  |
| Common Stock                    | 10/05/2011                           |  | D                              |   | 18,309 (3) 0  | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| MARLEN JAMES S<br>245 SO. LOS ROBLES AVE.<br>PASADENA, CA 91101 | X             |           | Chairman<br>& CEO |       |

## Signatures

/s/ Cynthia A. Iwasaki, Power of Attorney  
Date: 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).
- (1) Shares of Restricted Stock, which were granted prior to the merger (the "Merger") as authorized under 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).
  - (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) Includes 173 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. 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.