

AMERON INTERNATIONAL CORP  
Form 8-K  
May 26, 2011  
**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) **May 20, 2011**

**AMERON INTERNATIONAL CORPORATION**  
(Exact name of Registrant as specified in its charter)

<b>Delaware</b>	<b>1-9102</b>	<b>77-0100596</b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

<b>245 South Los Robles Avenue</b>	<b>91101</b>
<b>Pasadena, California</b>	(Zip Code)
(Address of Principal Executive Offices)	

Registrant's telephone number, including area code **(626) 683-4000**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry into a Material Definitive Agreement.**

The agreement between the Company and James R. McLaughlin dated October 19, 2009 has been amended as set forth in the attached Exhibit 99.1, which is incorporated herein by reference. The effect of the amendment is to cause 1,000 shares of restricted stock which were granted in January 2009 to vest upon Mr. McLaughlin's retirement, rather than be forfeited.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) James R. McLaughlin will retire as Senior Vice President – Corporate Development & Treasurer on June 1, 2011. Gary Wagner, currently Senior Vice President – Finance and Administration & Chief Financial Officer, will take the additional title of Treasurer.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No. Description**

99.1 May 20, 2011 Amendment to Letter Agreement dated October 19, 2009 between the Company and James R. McLaughlin.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereto duly authorized.

AMERON INTERNATIONAL CORPORATION

Dated: May 26, 2011 By: /s/ Leonard J. McGill

Leonard J. McGill

Senior Vice President, Secretary and General Counsel

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**EXHIBIT INDEX**

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