

AMERON INTERNATIONAL CORP

Form 8-K

December 31, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 of 15(d) of the Securities and Exchange Act of 1934

Date of report (date of earliest event reported): **December 30, 2009**

AMERON INTERNATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

1-9102

(Commission File Number)

77-0100596

(I.R.S. Employer
Identification No.)

**245 South Los Robles Avenue
Pasadena, California**

(Address of principal executive offices)

91101

(Zip Code)

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

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:

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

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))

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

On December 30, 2009, Dennis C. Poulsen notified Ameron International Corporation (the “Company”) that he has decided to retire as a member of the Board of Directors of the Company, effective March 24, 2010. The director’s decision to retire was not as a result of any disagreement with the Company or its management.

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, thereunto duly authorized.

Dated: December 31, 2009

AMERON INTERNATIONAL CORPORATION

By: /s/ Stephen E. Johnson

Name: Stephen E. Johnson

Title: Senior Vice President, Secretary and General Counsel