

AMERON INTERNATIONAL CORP  
Form 8-K  
January 30, 2009  
**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) **January 28, 2009**

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

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

**245 South Los Robles Avenue**                      **91101**  
**Pasadena, California**                                      (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)

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

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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 2.02. Results of Operations and Financial Condition.**

On January 29, 2009, Ameron International Corporation (the “Company”) issued a press release regarding the Company’s results of operations for the fiscal year ended November 30, 2008. A copy of the press release is attached hereto as Exhibit 99 and is incorporated herein by reference.

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

On January 28, 2009, the Company’s Board of Directors approved the following actions of its Compensation Committee with regard to the compensation of the following executive officers of the Company:

(a) Payments of Fiscal Year 2008

Annual Management Incentive

Compensation Plan Awards:

James S. Marlen	\$1,480,000
Gary Wagner	\$650,000
Stephen E. Johnson	\$182,000
James R. McLaughlin	\$350,000
Mark J. Nowak	\$350,000
Ralph S. Friedrich	\$150,000

(b) Payments of Fiscal Years 2006-2008

Key Executive Long-Term Cash

Incentive Plan Awards:

James S. Marlen	\$890,000
Gary Wagner	\$365,600
James R. McLaughlin	\$172,800
Mark J. Nowak	\$141,600
Ralph S. Friedrich	\$90,000

(c) Fiscal Year 2009 Annualized Base

Salary Rate, Effective February 1,

2009:

James S. Marlen	\$925,000
Gary Wagner	\$472,000
Stephen E. Johnson	\$357,000
James R. McLaughlin	\$298,000
Mark J. Nowak	\$260,000
Ralph S. Friedrich	\$232,000

(d) February 2, 2009 Grant of 18,000

Shares to James S. Marlen Pursuant

to his Employment Agreement

(e)

February 2, 2009 Grant of Restricted  
Stock, Vesting 33-1/3% per Year:

Gary Wagner	6,000 shares
Stephen E. Johnson	4,000 shares
James R. McLaughlin	3,000 shares
Mark J. Nowak	2,000 shares
Ralph S. Friedrich	1,200 shares

(f) Fiscal Year 2009 Annual  
Management Incentive  
Compensation Plan Target Awards  
(Expressed as a Percentage of Base  
Salary Rate):

James S. Marlen	100%
Gary Wagner	90%
Stephen E. Johnson	80%
James R. McLaughlin	80%
Mark J. Nowak	80%
Ralph S. Friedrich	50%

(g) Fiscal Years 2009-2011 Key Executive Long-Term Cash Incentive Plan Target Awards (Expressed as a Percentage of Base Salary Rate):

James S. Marlen	50%
Gary Wagner	66%
Stephen E. Johnson	59%
James R. McLaughlin	52%
Mark J. Nowak	42%
Ralph S. Friedrich	20%

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

**Exhibit No. Description**

99 News Release dated January 29, 2009

**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: January 30, 2009 By: /s/ Stephen E. Johnson

Stephen E. Johnson

Senior Vice President, Secretary and General Counsel

**EXHIBIT INDEX**

**Exhibit**

99 News Release dated January 29, 2009

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