

AMERON INTERNATIONAL CORP  
Form 8-K  
August 10, 2010  
**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) **August 4, 2010**

**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<br>of Incorporation) | (Commission<br>File Number) | (I.R.S.<br>Employer<br>Identification<br>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):

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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))

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) On August 4, 2010, the Board of Directors of Ameron International Corporation (the “Company”) amended in its entirety Section 4.02 of the Company’s Bylaws. As amended, Section 4.02 provides for the separation of the offices of Chief Executive Officer and Chairman, and provides that the Chairman of the Board shall be independent, as independence is defined under the rules of the New York Stock Exchange. This provision will take effect prospectively upon the scheduled expiration, in March 2012, of the Company’s agreement with James S. Marlen, its current Chairman and Chief Executive Officer. A copy of the Company’s Bylaws, as so amended and restated, is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

**Exhibit No. Description**

3.2 Bylaws of Ameron International Corporation, amended and restated effective August 4, 2010.

**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: August 9, 2010 By: /s/ Leonard J. McGill

Leonard J. McGill

Senior Vice President, Secretary and General Counsel

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**EXHIBIT INDEX**

**Exhibit**

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