

AMERON INTERNATIONAL CORP
Form 10-K/A
February 26, 2009

United States
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
(AMENDMENT NO. 1)

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

For the fiscal year ended November 30, 2008

OR

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

Commission File Number 1-9102

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

Delaware 77-0100596
(State of (I.R.S. Employer
Incorporation) Identification No.)

245 South Los Robles Avenue
Pasadena, CA 91101-3638

(Address and Zip Code of principal executive offices)
Registrant's telephone number, including area code: (626) 683-4000

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

| Title of each class | Name of each exchange on which registered |
|----------------------------------|--|
| Common Stock \$2.50 par value | New York Stock Exchange |

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the
Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

| | | |
|---|---|---|
| Large accelerated filer <input checked="" type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/> |
|---|---|---|

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

AMERON INTERNATIONAL CORPORATION AND SUBSIDIARIES

The aggregate market value of voting and non-voting common equity held by non-affiliates was approximately \$1,038 million on May 30, 2008, based upon the last reported sales price of such stock on the New York Stock Exchange on that date.

On January 23, 2009 there were 9,188,692 shares of Common Stock, \$2.50 par value, outstanding. No other class of Common Stock exists.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A ("Amendment No. 1") amends the Annual Report on Form 10-K for the year ended November 30, 2008 (the "Original Filing") of Ameron International Corporation (the "Company") and is being filed to amend Part IV, Item 15(c) of the Original Filing, to add the financial statements of TAMCO as of November 30, 2008, and for each of the three years in the period ended November 30, 2008 and Reports of Independent Registered Public Accounting Firms, as provided in Exhibit 99.1.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

AMERON INTERNATIONAL CORPORATION

By: /s/ Stephen E. Johnson
Stephen E. Johnson, Senior Vice President & Secretary

Date: February 26, 2009

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EXHIBIT INDEX

EXHIBIT DESCRIPTION OF EXHIBIT

| NO. | |
|------|---|
| 23.2 | Consent of PricewaterhouseCoopers LLP |
| 31.1 | Section 302 Certification of Chief Executive Officer |
| 31.2 | Section 302 Certification of Chief Financial Officer |
| 32 | Section 906 Certification of Chief Executive Officer and Chief Financial Officer |
| 99.1 | TAMCO Financial Statements as of November 30, 2008, and for each of the three years in the period ended November 30, 2008 and Report of Independent Registered Public Accounting Firm |