

AMERON INTERNATIONAL CORP
Form 10-K/A
February 21, 2006

United States
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(AMENDMENT NO. 1)

(Mark One)

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

For the fiscal year ended November 30, 2005

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
(State of Incorporation)

77-0100596
(I.R.S. Employer 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

Common Stock \$2.50 par value

**Name of each exchange
on which registered**

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 **/x/**

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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 an accelerated filer (as defined in Rule 12b-2 of the Act). Yes No //

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

The aggregate market value of voting and non-voting common equity held by non-affiliates was approximately \$275 million on May 29, 2005, based upon the last reported sales price of such stock on the New York Stock Exchange on that date.

On February 1, 2006 there were 8,740,891 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, 2005 (the "Original Filing") of Ameron International Corporation (the "Company"), and is being filed to correct the number of shares of the Company's common stock outstanding as of February 1, 2006, as stated on the cover page. The Original Filing stated that there were 8,695,891 shares of the registrant's common stock outstanding on February 1, 2006, when there were 8,740,891 shares outstanding.

This Amendment No. 1 is also being filed to amend Part IV, Item 15(c) of the Original Filing, to add the financial statements of TAMCO as of November 30, 2005, and for each of the three years in the period ended November 30, 2005 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/ Javier Solis
Javier Solis, Senior Vice President & Secretary

February 17, 2006

EXHIBIT INDEX

EXHIBIT	EXHIBITS OF AMERON
23.2	Consent of PricewaterhouseCoopers LLP
23.3	Consent of Deloitte & Touche 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, 2005, and for each of the three years in the period ended November 30, 2005 and Reports of Independent Registered Public Accounting Firms