

BARINGTON COMPANIES EQUITY PARTNERS L P
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March 11, 2011

SCHEDULE 14A

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

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Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
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AMERON INTERNATIONAL CORPORATION

(Name of Registrant as Specified in Its Charter)

BARINGTON COMPANIES EQUITY PARTNERS, L.P., BARINGTON COMPANIES ADVISORS, LLC,
BARINGTON CAPITAL GROUP, L.P., LNA CAPITAL CORP. AND JAMES A. MITAROTONDA

(Name of Person(s) Filing Proxy Statement if Other Than the Registrant)

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- ☒ No fee required.

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(3) Filing Party:

(4) Date Filed:

The Barington Group is filing materials contained in this Schedule 14A with the Securities and Exchange Commission (SEC) in connection with the solicitation of proxies for the election of its director nominee at the 2011 annual meeting of stockholders (the Annual Meeting) of Ameron International Corporation (Ameron). The Barington Group has made a definitive filing with the SEC of a proxy statement and accompanying WHITE proxy card to be used to solicit votes for the election of its director nominee at the Annual Meeting.

Item 1. On March 11, 2011, the Barington Group delivered the following letter to Ameron's stockholders:

March 11, 2011

Dear Fellow Ameron Stockholder:

You have a very important decision to make regarding your investment in Ameron International Corporation at the 2011 Annual Meeting:

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you can re-elect David Davenport the Company's incumbent director and accept the status quo;

or

o

you can elect a new stockholder representative James A. Mitarotonda who is committed to improving shareholder value and protecting the interests of all stockholders.

We are the Barington Group and we have an eleven-year track record of helping improve shareholder value at the companies we invest in. As significant stockholders of Ameron, our interests are aligned with yours we want to help improve the financial and share price performance of the Company and ensure that the interests of stockholders are represented in the Ameron boardroom.

As the Annual Meeting is just a few weeks away, we strongly urge you to vote for Mr. Mitarotonda, who will fight for your interests and help unlock Ameron's value potential. We encourage you to vote your WHITE proxy card in favor of Mr. Mitarotonda immediately, even if you have already voted the gold proxy card that Ameron has sent to you.

AMERON HAS BEEN UNDERPERFORMING ITS VALUE POTENTIAL

The Ameron Board has embarked on an aggressive campaign, funded by stockholder resources, to overstate the record of James Marlen, the Chairman, President and CEO of Ameron. While the Company's common stock has increased in value over the 17 year tenure of Mr. Marlen, it is our strong belief that the Board has failed to take full advantage of the tremendous opportunities for long-term value creation at Ameron, costing stockholders dearly in terms of lost potential returns. Consider the **FACTS**:

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Ameron has significantly underperformed the market as a whole over the past one, two and three-year periods:

The Company's relative share price performance has been disappointing. As the table below illustrates, the Company's common stock has significantly lagged Ameron's self-selected peer group over the past one, two, three, five, ten and fifteen-year periods, as well as during the entire term that Mr. Marlen has been CEO.¹

Ameron's stock is down almost 47% from its highest closing price of \$130.51 per share on July 23, 2008, closing on March 10, 2011 at \$ 69.79 per share.

Without the sale of TAMCO at the end of fiscal 2010, Ameron would have been significantly less profitable last year. The Company reported net income of \$46.3 million for the year ended November 30, 2010. This included a pre-tax gain of \$48.4 million on the sale of TAMCO. The Company has failed to disclose what Ameron's normalized earnings were for the year, excluding one-time gains and extraordinary items. However, assuming a corporate tax rate of 35%, it appears that 69% of the Company's net income for fiscal 2010 resulted from the TAMCO transaction.

The earnings and profitability of each of the business segments which James Marlen has been responsible for managing (other than the Fiberglass-Composite Pipe Group) have decreased over his 17 year tenure as CEO.

Finally, according to D.A. Davidson & Co. analyst Brent Thielman's March 1, 2011 research report, Ameron's stock currently trades at approximately 58% of its estimated value of \$109 per share based on D.A. Davidson's sum-of-the-parts analysis.

¹ This table indicates the share price performance of Ameron versus the Company's self-selected peer group for each of the periods set forth above through March 1, 2011. The one-year period is therefore from 3/1/10 - 3/1/11, the two-year period is from 3/1/09 - 3/1/11, and so forth. See the Company's 2011 Proxy Statement for a listing of the companies in Ameron's peer group. Performance data for each table utilized in this letter has been obtained from Capital IQ and assumes the reinvestment of dividends.

Based on the forgoing facts, it is clear to us that Ameron has been underperforming its value potential. Given the Company's long list of positive attributes including a healthy balance sheet, valuable joint ventures, attractive end markets and leading market positions for its businesses we believe that if the Company was better managed and more transparent to investors, Ameron's stock could easily be trading well above \$100 a share.

FALSE ACCUSATIONS AND DIVERSIONARY TACTICS

The Ameron Board, in what appears to be an effort to avoid change at all costs, has been attempting to divert stockholders' attention from the Company's recent share price performance and the Board's poor record of corporate governance and executive compensation by aggressively attacking the record and integrity of Mr. Mitarotonda. We urge you, however, to consider the FACTS and then decide for yourself whose nominee will act in your best interest:

Ameron's Claim:*Mr. Mitarotonda has taken a hostile and confrontational approach.*

THE FACTS: The Barington Group has attempted time and time again to work constructively with Mr. Marlen and the Board to improve shareholder value at Ameron. When Mr. Mitarotonda first met with James Marlen to discuss Barington's plans for value creation at Ameron in February 2010, Mr. Marlen warned him that if Barington ever brought a proxy contest, the Ameron Board would fight him to the death. Soon thereafter, Mr. Marlen stopped speaking to Mr. Mitarotonda.

Mr. Mitarotonda is extremely experienced in improving shareholder value and corporate governance at underperforming publicly-traded companies. The fact that the Ameron Board has adopted so many of the suggestions that Barington made in its March 2010 letter is evidence of the positive contributions Mr. Mitarotonda can make as a director. Mr. Mitarotonda also has a well-established record of effectively representing stockholder interests as a lone or minority director on public company boards. If elected, Mr. Mitarotonda intends to put aside the personal attacks made by the Company and work constructively with his fellow directors to improve the financial performance and corporate governance of Ameron.

Ameron's Claim:*Barington has an unimpressive record.*

THE FACTS: The performance of Barington Companies Equity Partners, L.P. (the Fund) since inception has, in fact, been impressive. Since the Fund was established in January 2000, its cumulative returns and compounded annual growth rate (CAGR) have significantly outpaced any relevant benchmark:

	Cumulative Return (1/1/00 12/31/10)	CAGR (1/1/00 12/31/10)
Barington Companies Equity		
	+218.7%	+11.1%
Partners, L.P.²		
Russell 2000 Index	+79.7%	+5.5%
Dow Jones Industrial Average	+22.5%	+1.9%
S&P 500 Index	+4.6%	+0.4%
NASDAQ Composite Index	-31.1%	-3.3%

Like many other hedge funds, as a result of the severe economic recession and financial crisis, Barington experienced redemptions in 2008, primarily from fund-of-fund investors who were experiencing high levels of redemptions themselves. **That being said, the Fund's individual investments have emerged from the recession even stronger, helping the Fund to deliver a 52.39% return in 2009 and a 29.69% return in 2010.²**

² Net results after a 2% management fee and a 20% performance allocation. All index returns are calculated assuming reinvested dividends. Past performance is not indicative of future results.

Ameron's Claim: *Mr. Mitarotonda's intentions for Ameron are self-serving, opportunistic and focused on short-term gains at the expense of long-term value creation for all stockholders.*

THE FACTS: Barington is a long-term investor, with its typical investment time horizon being between three and five years. For example, Barington has been an investor in A. Schulman, Inc., an international manufacturer of high-performance plastics and resins, since February 2005, and an investor in The Pep Boys – Manny, Moe & Jack, the nation's leading automotive aftermarket service and retail chain, since September 2005.

In the case of Ameron, the Barington Group has been an investor in the Company since December 2009. Rather than being focused on short-term gains, the Barington Group has suggested a number of measures to create long-term value at the Company. These measures, which are summarized in detail in the Barington Group's proxy statement under Proposed Plan for Ameron International Corporation, include recommendations that the Company pursue opportunities to grow its most profitable division, the Fiberglass-Composite Pipe Group, through acquisitions, organic growth and strategic joint ventures. The Barington Group has also recommended measures to increase Ameron's transparency and communication with the investment community, such as ending the Company practice of not conducting earnings conference calls or participating in investor conferences.

Far from being self-serving or opportunistic, the measures suggested by the Barington Group will equally benefit all stockholders of the Company. As a significant stockholder of the Company that owns over 124,000 shares of common stock, our interests are clearly aligned with Ameron's stockholders. In contrast, David Davenport beneficially owned only 6,550 shares of common stock as of February 2, 2011, not one share of which was purchased in the open market. As a result, we believe that Mr. Davenport may be more committed to maintaining his relationship with Mr. Marlen and his own position on the Ameron Board than pressing for changes that benefit the stockholders of Ameron.³

D.A. Davidson analyst Brent Thielman stated in his March 1, 2011 research report that if Mr. Mitarotonda is successful in being elected at the 2011 Annual Meeting, Barington would effectively represent the single largest shareholder on the Board. This, he believes, could lead to an increased focus by investors and management on [Ameron's] underlying values, which, in turn, should ultimately benefit the shares.

³ Since Mr. Davenport joined the Ameron Board in 2002, it is estimated from public filings that he has received more than \$1.4 million in total compensation from the Company.

Ameron's Claim: *Barington has a poor track record of creating long-term value for stockholders.*

THE FACTS: Barington has an eleven-year track record of assisting undervalued publicly-traded companies to improve their strategic focus, profitability and corporate governance. Mr. Marlen has seen this first hand, as he has served as a director of A. Schulman with Mr. Mitarotonda and personally congratulated him for his accomplishments at this company. As a result of the implementation of Barington's recommendations for value creation at Schulman, the company has been able to reduce its operating expenses, return its North American division (which had been unprofitable for approximately 10 years) to profitability and improve its cash flow from operations from \$65 million in fiscal 2007 to \$185.5 million for fiscal 2009. These measures helped Schulman generate sufficient funds to acquire all of the outstanding stock of ICO, Inc. in December 2009, a transaction that has increased the company's global presence substantially and is expected to contribute approximately \$150 million annually to Schulman's revenues. In addition to these operational improvements, Barington also helped facilitate the improvement of Schulman's corporate governance through measures such as the removal of the Company's staggered board of directors and the termination of its poison pill rights plan. In recognition of Mr. Mitarotonda's contributions to stockholders, the Board nominated him in 2010 for the Outstanding Director Exchange's Outstanding Director Award.

An April 30, 2010 article in The Deal Magazine stated that Ernest Novak Jr., a Schulman director who was on the Board when Mr. Mitarotonda joined in 2005, did not initially welcome him with open arms, but that changed after witnessing his operational approach. When you first meet hedge funds, you fear they want their 25% [return] and get out, he stated. However, soon after Mr. Mitarotonda joined the Schulman board Mr. Novak noted that he acted like an equity owner of the company.

As part of Barington's changes to improve shareholder value at Schulman, Barington successfully negotiated for the retirement of Terry Haines, Schulman's CEO for over 16 years, and the company has since appointed a dynamic new CEO, Joseph Gingo. It should be noted that Mr. Haines is a member of the Ameron Board and a close personal friend of Mr. Marlen. It is our hope that he does not hold a grudge against Barington in light of the positive contributions Mr. Mitarotonda has made to enhance shareholder value at Schulman.

In the case of Pep Boys - Manny, Moe & Jack, since Mr. Mitarotonda became a director in 2006, Pep Boys hired a talented new CEO, consummated four sale leaseback transactions (involving 97 store properties), which raised over \$370 million in aggregate proceeds, reduced Pep Boys' indebtedness by more than \$300 million, realized over \$80 million in cost reductions and implemented a new operating strategy geared toward growing the company's service center business and returning Pep Boys to its core competencies. While Pep Boys was unprofitable and significantly lagged the market as a whole when Barington first invested in this company, following our involvement the company turned profitable in 2009 and has been using the cash generated from its operations to add 52 new service and tire centers and seven new supercenters in 2009 and 2010.

Most importantly, operating profit (EBIT) and margin, excluding restructuring charges, non-operating income and asset sales, have increased at both Schulman and Pep Boys during the time of Mr. Mitarotonda's service on both boards. This despite the impact of the same severe recession faced by Ameron.

We encourage Ameron's stockholders to review our investor presentation, a copy of which can be found on our website at www.ourmaterials.com/ameron, for information on how Barington has also helped create shareholder value and improve corporate governance at Lancaster Colony Corporation, The Warnaco Group, Stewart & Stevenson Services, Gerber Scientific and Steven Madden.

Ameron's Claim: *Mr. Mitarotonda is known primarily as a retail investor and we do not believe Barington has the knowledge of the industry or market trends to appropriately evaluate the growth potential or risks of Ameron's businesses.*

THE FACTS: Barington invests in sectors where it has strong operational expertise and experience, such as consumer products and staples, industrials, retail, apparel, footwear, chemicals and automotive services. While Barington has experience in the retail sector, it is only one of a number of areas that Barington invests in. We question how the Ameron Board could even make a claim that Mr. Mitarotonda lacks experience in the industrial sector when in the same paragraph where it makes this assertion, the Board lists three industrial companies that Barington has invested in (Lancaster Colony, A. Schulman and Griffon Corporation).

Furthermore, Mr. Mitarotonda has also gained important experience as a director and investor in Gerber Scientific, a diversified supplier of manufacturing systems that faces some of the same strategic challenges as Ameron. Mr. Mitarotonda has been working constructively with the other members of the Gerber board to implement a strategic plan for value creation that was created with the assistance of Barington. As a result of actions taken by the Gerber board, the company's stock has increased by almost 220% from when Barington first invested in the company at \$2.75 a share on July 7, 2009.

While Mr. Mitarotonda has invested in and served on the boards of numerous industrial and manufacturing companies, the same cannot be said for David Davenport, the Company's incumbent director running for election against Mr. Mitarotonda. Other than serving on the Ameron Board, Mr. Davenport's only other experience as a public-company director is serving on the board of Salem Communications Corporation, a Christian radio broadcaster, Internet content provider and magazine and book publisher.

Ameron's Claim: *Barington has not presented any new ideas for the Company, other than to suggest breaking it up*

THE FACTS: The Barington Group has never called for the break-up of the Company. To the contrary, we have stated in our proxy statement that:

Ameron should aggressively pursue opportunities to grow its most profitable division: the Fiberglass-Composite Pipe Group. We believe that the Company should explore all avenues to expand this division, including through acquisitions, organic growth (through product line extensions and entry into new market segments) and strategic joint ventures.

With respect to the Water Transmission Group and the Infrastructure Products Group—the Company's divisions which have faced decreasing earnings and profitability during the tenure of Mr. Marlen—we have recommended that Ameron conduct a detailed assessment to determine the long-term viability and return on capital potential for each of the businesses in these groups, including implications for further value creation through operational improvements, additional capital expenditure or restructuring. Once this assessment is completed, we believe that the Board should formulate a detailed strategic plan with management to help maximize the long-term value of these divisions, and then ensure this plan is executed in a timely manner.

Furthermore, with respect to the Board's claim that Barington has not presented any new ideas to the Company, the facts are clearly to the contrary. Over the past year, the Ameron Board has taken a number of steps that the Barington Group has recommended to improve shareholder value and corporate governance at the Company.⁴ These measures have included:

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the establishment of a minimum stock ownership policy for its directors and executive officers in June 2010;

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the amendment of the Company's Bylaws in August 2010 to provide for the appointment of an independent Chairman. A similar amendment, which the Board opposed, was on the ballot last year and received the support of over 67% of the shares voting at the meeting;

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the sale of TAMCO and the implementation of \$50 million share buyback program in October 2010;

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the establishment of a new peer group composed of companies with revenues closer to that of the Company for use by the Compensation Committee for establishing executive compensation for the fiscal year ending November 30, 2011; and

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the disclosure of information in the Company's 2011 proxy statement regarding the employment of Mr. Marlen's sons by the Company or one of its joint venture partners without stockholder knowledge. As a result of Barington raising this issue, in January 2011 the Board adopted a written policy regarding related party transactions that we hope will help ensure that transactions such as the employment of all three of Mr. Marlen's sons does not happen again at Ameron.

While it appears that the actions taken by the Ameron Board in response to our suggestions have already begun to improve shareholder value, it is our concern that many were only taken to appease stockholders. Given the Board's history in the area of executive compensation, corporate governance and related party transactions, we lack confidence in the commitment of the Ameron Board to continue to take action to protect stockholder interests. We believe that a stockholder representative on the Ameron Board is therefore urgently needed.

4 See Barington's March 29, 2010 letter to Mr. Marlen. This letter is reprinted in the Barington Group's proxy statement and may also be found on our website at www.ourmaterials.com/ameron.

Ameron's Claim: *The Board Believes that Mr. Mitarotonda Lacks the Integrity and Ethics Necessary to Serve as an Ameron Director.*

THE FACTS: In what strikes us as a transparent effort to distract Ameron's stockholders from the real issues facing the Company, the Ameron Board has apparently chosen to take the "low road" and engage in vicious personal attacks against Mr. Mitarotonda. Even worse, the Board states its incendiary allegations about Mr. Mitarotonda's integrity and ethics "as though those allegations were facts, and not merely the uninformed opinions of its own embattled management group."

Moreover, to support its attacks on Mr. Mitarotonda's character, the Ameron Board cites the purported opinions of the opposing side in another proxy contest involving Barington. In the meantime, at many other well-established public companies, Mr. Mitarotonda has been carefully considered and found eminently qualified to serve as a director, and has been repeatedly reelected by stockholders. In fact, as a director of A. Schulman, Inc., Mr. Mitarotonda was nominated for an "Outstanding Director Award."

Ameron's Claim: *Mr. Mitarotonda was forced to sell his brokerage operations and investment banking division in 1999.*

THE FACTS: Mr. Mitarotonda is a co-founder of Barington Capital Group, L.P., which started in 1992 as a boutique investment banking firm with a sales and trading division. In the late 1990's, Mr. Mitarotonda decided to focus Barington's efforts on activist investing and he and his partners elected to sell the Company's brokerage division. Mr. Mitarotonda was not "forced" to sell Barington's brokerage operations or its investment banking division. In fact, Barington's investment banking division was not sold but elected to move to Peter J. Solomon Company. Ameron should know this as it was cited in the same article that the Board has attempted to use as a source for its deceptive claim.

In the 12 years Barington was in the brokerage industry, Barington serviced over 50,000 brokerage customers and completed approximately 30 initial public offerings and numerous private financings. During this period, Barington, like other registered broker-dealers, was occasionally involved in arbitration proceedings; it was found liable in just four customer arbitrations. In an industry as heavily regulated and closely scrutinized as the securities industry, customer litigations and arbitrations are an unavoidable part of business. Given the size of the firm and the length of time that Barington functioned in the brokerage industry, we believe that its record is exemplary.

**IT'S TIME TO ELECT A STOCKHOLDER-FOCUSED DIRECTOR
WITH SUBSTANTIAL EXPERIENCE IMPROVING SHAREHOLDER VALUE**

We have nominated James A. Mitarotonda for election at the 2011 Annual Meeting because we know that he can help improve shareholder value and corporate governance at Ameron.

Mr. Mitarotonda, 56, is an experienced director who has represented stockholder interests on ten public-company boards. He is also the Chairman, President and Chief Executive Officer of Barington Capital Group, L.P., an activist investment firm that has substantial experience helping improve shareholder value and corporate governance as long-term investors in undervalued publicly-traded companies. If Mr. Mitarotonda is elected to the Board, he will have all of the resources of Barington available to assist him, including Barington's analysts, consultants and operational and corporate governance experts.

In contrast, David Davenport, who is a former minister for the Church of Christ and a past President and Distinguished Professor of Public Policy and Law at Pepperdine University, currently serves as a counselor to the Director of the Hoover Institution at Stanford University. While Mr. Davenport's academic background and ministry are noteworthy, we do not believe that he brings unique financial or operational experience to the Company. Furthermore, in the area of corporate governance, we believe that Mr. Davenport's track record leaves much to be desired.

Mr. Davenport serves as a member of the Board's Compensation Committee, which has been widely criticized for its executive compensation practices over the past few years. We note, for example, that:

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Institutional Shareholder Services (ISS) has highlighted concerns with respect to the Company's benchmarking practices in its proxy reports for Ameron in each of the past three years. ISS stated most recently in its March 15, 2010 proxy report that there is a **pay-for-performance disconnect** at the Company;

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Glass Lewis & Co. has given Ameron a **D** grade in the area of pay-for-performance in its 2009 and 2010 proxy reports; and

The Corporate Library has given the Company a **Very High Concern** rating with respect to its compensation practices in its October 2010 profile of the Company, and questioned a variety of aspects of the Company's compensation programs, including the peer groups used by the Compensation Committee to establish compensation levels. According to The Corporate Library, such aspects are not reflective of a compensation program that is well-aligned with shareholder interest.

It is our belief that Mr. Davenport must take responsibility for the Company's poor record in the area of executive compensation and that stockholders would be much better served if Mr. Mitarotonda was elected at the 2011 Annual Meeting.

THE CHOICE IS CLEAR: VOTE THE WHITE PROXY CARD

NOW TO PROTECT THE VALUE OF YOUR INVESTMENT

The choice in this proxy contest is clear. James Mitarotonda is a highly-motivated and experienced director who is committed to improving shareholder value and protecting stockholder interests. In contrast, David Davenport is a long-tenured insider that we believe has served stockholders poorly in executing his responsibilities as a member of the Board's Compensation Committee.

We believe that stockholders cannot afford more of the same at Ameron. Please act now to protect the value of your and our investment in the Company by voting the WHITE proxy card. We urge you not to return any gold cards that the Company may send you, not even as a protest vote. Your vote on the WHITE proxy card will send a message to the Ameron Board that it is time to put an end to personal attacks and character assassinations and focus its attention on what is truly important: improving the financial performance and corporate governance of Ameron for the benefit of all of the stockholders of the Company.

Thank you for your continued support,

THE BARINGTON GROUP

Please sign, date and return the enclosed **WHITE** proxy card today in the postage-paid envelope provided.

If you have previously signed and returned a gold proxy card to the Company, you have every right to change your vote. Only your latest dated card will count. You may revoke any gold proxy card already sent to the Company by signing, dating and mailing the enclosed **WHITE** proxy card in the postage-paid envelope provided.

For additional information, please visit our website at www.ourmaterials.com/ameron. If you have any questions or require assistance voting your WHITE proxy card, please contact:

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Call Toll-Free: (800) 322-2885
Call Collect: (212) 929-5500
Email: proxy@mackenziepartners.com

Item 2. The updated stockholder presentation is attached.

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The Barington Group has filed a definitive proxy statement and an accompanying WHITE proxy card with the Securities and Exchange Commission (the SEC) on February 25, 2011 to be used to solicit votes for the election of its nominee at the 2011 Annual Meeting of Stockholders of Ameron International Corporation, a Delaware corporation.

THE BARINGTON GROUP STRONGLY ADVISES ALL STOCKHOLDERS OF AMERON TO READ THE DEFINITIVE PROXY STATEMENT WHICH CONTAINS IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN THE PROXY SOLICITATION AND THEIR DIRECT OR INDIRECT INTERESTS. SUCH PROXY STATEMENT, AND ANY OTHER RELEVANT DOCUMENTS, ARE AVAILABLE AT NO CHARGE ON THE SEC S WEB SITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). STOCKHOLDERS MAY ALSO OBTAIN A COPY OF THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS, WITHOUT CHARGE, AT [HTTP://WWW.OURMATERIALS.COM/AMERON](http://www.ourmaterials.com/ameron) OR BY CONTACTING BARINGTON S PROXY SOLICITOR, MACKENZIE PARTNERS, INC., AT ITS TOLL-FREE NUMBER: (800) 322-2885 OR AT PROXY@MACKENZIEPARTNERS.COM.

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