

Glover Ellen  
 Form 4  
 September 29, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Glover Ellen

(Last) (First) (Middle)

ICF INTERNATIONAL, INC., 9300  
 LEE HIGHWAY

(Street)

FAIRFAX, VA 22031

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 ICF International, Inc. [ICFI]

3. Date of Earliest Transaction  
 (Month/Day/Year)

09/25/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					39,504	D	
Common Stock	09/25/2009		S(1)		1,000	D	\$ 28.4394
Common Stock	09/27/2009		M		6,666	A	\$ 28.65
Common Stock	09/27/2009		F		2,164	D	\$ 28.65
					45,170	D	
					43,006	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit (RSU) <sup>(2)</sup>	\$ 28.65	09/27/2009		M	6,666	<u>(2)</u> / <u>(2)</u>	Common Stock	6,666

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Glover Ellen ICF INTERNATIONAL, INC. 9300 LEE HIGHWAY FAIRFAX, VA 22031			EVP	

## Signatures

/s/ James J. Maiwurm,  
Attorney-in-fact

09/29/2009

\*\*Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Ellen Glover Trading Plan - These shares were sold pursuant to a Rule 10b5-1 Trading Plan dated April 2, 2009.
  - (2) Represents final vesting of restricted stock units granted on September 28, 2006 pursuant to the Key Employment Recognition Award Program. These restricted stock units vest 33 1/3% after two years from date of grant and 66 2/3% after three years from the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.  
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