

Murray Sandra
Form 3
May 12, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Murray Sandra | | (Month/Day/Year) | ICF International, Inc. [ICFI] | |
| (Last) | (First) | (Middle) | 05/11/2011 | |
| 9300 LEE HIGHWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| FAIRFAX, VA 22031 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Interim CFO | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 2,594 | D | |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|-----------------------------|-------|-------|--------------|--------|----------|-------------------|---|
| Non-Qualified Stock Options | Â (1) | Â (1) | Common Stock | 5,468 | \$ 24.84 | D | Â |
| Non-Qualified Stock Options | Â (2) | Â (2) | Common Stock | 5,174 | \$ 21.77 | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Stock | 8,000 | \$ (4) | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Common Stock | 1,781 | \$ (4) | D | Â |
| Restricted Stock Units | Â (6) | Â (6) | Common Stock | 2,181 | \$ (4) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Murray Sandra 9300 LEE HIGHWAY FAIRFAX, VA 22031 | Â | Â | Â Interim CFO | Â |

Signatures

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

05/12/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 5,468 options were awarded on March 31, 2010 pursuant to the 2006 Long-Term Equity Incentive Plan. The option award will vest over a period of 3 years at 33 1/3% per year beginning one year from the date of grant. 1,823 shares vested on March 31, 2011.
 - (2) 5,174 options were awarded on April 1, 2011 pursuant to the 2010 Omnibus Incentive Plan. The option award will vest over a period of 3 years at 33 1/3% per year beginning one year from the date of grant.
 - (3) 10,000 restricted stock units were granted on August 11, 2009 pursuant to the 2006 Long-Term Equity Incentive Plan. These restricted stock units vest over a period of 5 years at 20% per year beginning one year from the date of grant. 2,000 shares vested on August 11, 2010.
 - (4) Each restricted stock unit is the economic equivalent of one share of ICF International, Inc. common stock.
 - (5) 2,375 restricted stock units were granted on March 31, 2010 pursuant to the 2006 Long-Term Equity Incentive Plan. These restricted stock units vest over a period of 4 years at 25% per year beginning one year from the date of grant. 594 shares vested on March 31, 2011.
 - (6) 2,181 restricted stock units were granted on April 1, 2011 pursuant to the 2010 Omnibus Incentive Plan. These restricted stock units vest over a period of 4 years at 25% per year beginning one year 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.