

ICF International, Inc.  
Form 4  
March 21, 2016

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
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(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)

03/18/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

EVP

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 03/18/2016                              |                                                             | M                                    | V Amount (A) or (D) Price<br>976 A \$<br>33.97                          | 24,969                                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 03/18/2016                              |                                                             | F                                    | 336 D \$<br>33.97                                                       | 24,633                                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 03/19/2016                              |                                                             | M                                    | 1,008 A \$<br>33.97                                                     | 25,641                                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       | 03/19/2016                              |                                                             | F                                    | 347 D \$<br>33.97                                                       | 25,294                                                                                                             | D                                                                    |                                         |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 23,993                                                                                                             | D                                                                    |                                         |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Pr<br>Deriv<br>Secur<br>(Instr |                                        |    |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------------------------|----------------------------------------|----|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                             | Amount<br>or<br>Number<br>of<br>Shares |    |
| Restricted<br>Stock Unit                            | \$ 33.97                                                              | 03/18/2016                              |                                                             | M                                       |                                                                                                                 | 976                                                            |     | <u>(1)</u>                                                          | <u>(1)</u>         | Common<br>Stock                   | 976                                    | \$ |
| Restricted<br>Stock Unit                            | \$ 33.97                                                              | 03/19/2016                              |                                                             | M                                       |                                                                                                                 | 1,008                                                          |     | <u>(2)</u>                                                          | <u>(2)</u>         | Common<br>Stock                   | 1,008                                  | \$ |

## Reporting Owners

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

## Signatures

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

03/21/2016

\*\*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) Represents the third vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2010 Omnibus Incentive Plan, as amended.
- (2) Represents the fourth vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2010 Omnibus Incentive Plan, as amended.

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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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