JACKS JOEL R Form 4 April 01, 2010

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock

04/01/2010

(Print or Type Responses)

1. Name and A JACKS JO	S JOEL R Symbo		Symbol	······································				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction								
ICF INTER	RNATIONAL, IN WAY		(Month/Day/Year)			_	_X Director Officer (give t elow)	Officer (give title Other (speci-			
			ed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
FAIRFAX,	VA 22031						- I	Form filed by Morerson	ore than One Rej	porting	
(City)	(State)	(Zip)	Table I -	Non-D)erivative	Securit	ies Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if Tran Code y/Year) (Inst	isaction e er. 8)	4. Securit for Dispos (Instr. 3,	sed of (D		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)	
Common Stock								1,564,751	I	See footnote (1)	
Common Stock								122,604	D		

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

S

5,500

D

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

D

24.9891 117,104

\$

(2)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Unde	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	rities	(Instr. 5)	Bene
	Derivative				Securities			(Instr	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
JACKS JOEL R ICF INTERNATIONAL, INC. 9300 LEE HIGHWAY FAIRFAX, VA 22031	X						

Signatures

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

04/01/2010

**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).
 - Joel R. Jacks is a managing member of CMLS General Partner, L.L.C., LPE II, LLC and LPE II Co-Investors, LLC, which serve as the general partners of entities that serve as the general partner of entities that own shares of Issuer's common stock ("CMEP Partnerships").
- (1) This number reflects such CMEP Partnerships' distribution of a total of 1,564,753 shares of common stock to its limited partners. Mr. Jacks disclaims beneficial ownership of the shares of the Issuer's common stock beneficially owned by each of CMLS General Partner, L.L.C., LPE II, LLC and LPE II Co-Investors, LLC except to his proportionate pecuniary interest therein.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.95 to \$25.35, inclusive. The reporting person undertakes to provide to ICF International, Inc., any security holder of ICF International, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2) to this Form 4.

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

Reporting Owners 2

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