Reiff Isabel S. Form 3 March 11, 2010

#### 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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement ICF International, Inc. [ICFI] Reiff Isabel S. (Month/Day/Year) 03/08/2010 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 9300 LEE HIGHWAY (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director \_X\_ Form filed by One Reporting \_X\_\_ Officer Other Person FAIRFAX, VAÂ 22031 (give title below) (specify below) Form filed by More than One Senior Vice President Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock 7,872 Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly.

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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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D) or Indirect	

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				Shares		(I) (Instr. 5)	
Restricted Stock Units	(1)	(1)	Common Stock	1,666	\$ <u>(2)</u>	D	Â
Restricted Stock Units	(3)	(3)	Common Stock	3,821	\$ <u>(2)</u>	D	Â

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>Fg</b>	Director	10% Owner	Officer	Other		
Reiff Isabel S. 9300 LEE HIGHWAY FAIRFAX, VA 22031	Â	Â	Senior Vice President	Â		

## **Signatures**

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

\*\*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).
- On November 12, 2007, 5,000 restricted stock units were granted pursuant to the 2006 Long-Term Equity Incentive Plan. These restricted (1) stock units vest over a period of 3 years at 33 1/3% per year beginning one year from the date of grant. At the time of this filing, 1,666 restricted stock units remain unvested.
- (2) Each restricted stock unit is the economic equivalent of one share of ICF International, Inc. Common Stock.
- On May 8, 2009, 3,821 restricted stock units were granted 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.

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.

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