

JACKS JOEL R  
Form 4/A  
November 22, 2010

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JACKS JOEL R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ICF INTERNATIONAL, INC., 9300 LEE HIGHWAY

3. Date of Earliest Transaction (Month/Day/Year)  
11/09/2010

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

(Street)

FAIRFAX, VA 22031

4. If Amendment, Date Original Filed(Month/Day/Year)  
11/12/2010

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

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount (A) or Price (D)                                                                       |                                                          |                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 150,984                                                                                       | D                                                        |                                   |
| Common Stock                    | 11/09/2010                           |                                                    | A                              |                                                                   | 678 <sup>(1)</sup>                                                                            | A                                                        | \$ 0                              |
| Common Stock                    | 11/09/2010                           |                                                    | S                              |                                                                   | 7,811                                                                                         | D                                                        | \$ 26.792 <sup>(2)</sup>          |
| Common Stock                    | 11/10/2010                           |                                                    | S                              |                                                                   | 6,875                                                                                         | D                                                        | \$ 26.69 <sup>(3)</sup>           |

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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|

## Reporting Owners

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

## Signatures

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

11/22/2010

\_\_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).
- (1) These acquired shares of restricted stock are issued under the 2010 Omnibus Incentive Plan. These shares vest immediately.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.65 to \$27.00, 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 footnote (2) to this Form 4.
  - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.55 to \$26.85, 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 footnote (3) to this Form 4.

**Remarks:**

This Amendment is being filed to correctly reflect the aggregate sale of 6,875 shares of common stock on November 10, 2010

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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