**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

---

**1. Name and Address of Reporting Person**
BERSOFF EDWARD H

(Last) (First) (Middle)
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)**
03/19/2008

---

**5. Relationship of Reporting Person(s) to Issuer**

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

---

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Code</th>
<th>V</th>
<th>Amount</th>
<th>(A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>03/19/2008</td>
<td>V</td>
<td></td>
<td>23,500</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td>P</td>
<td>500</td>
<td>A</td>
<td>$19.75</td>
<td>24,000</td>
</tr>
</tbody>
</table>

---

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

(e.g., puts, calls, warrants, options, convertible securities)

---

**Explanation of Responses:**

Judith Kassel 03/20/2008

**Signature of Reporting Person**

Date

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

* If the form is filed by more than one reporting person, see instruction 4 (b)(v).

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

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 Number.