

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>SCHULTE PETER M</u>  (Last) (First) (Middle) <u>ICF INTERNATIONAL, INC.</u> <u>9300 LEE HIGHWAY</u>  (Street) <u>FAIRFAX VA 22031</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ICF International, Inc. [ ICFI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/24/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/24/2009		J		1,157,387	D	\$0	4,629,504	I	See footnote <sup>(1)</sup>
Common Stock								54,596	D	
Common Stock	04/24/2009		J		11,432	A	\$0	66,028	D <sup>(2)</sup>	

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

**Explanation of Responses:**

1. Peter M. Schulte 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?). This number reflects such CMEP Partnerships' distribution of a total of 1,157,387 shares of common stock to its limited partners. Mr. Schulte 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.

2. Represents pro rata distributions of common stock from CM Equity Partners, L.P. of 5,049 shares; 1,609 shares from CMEP Co-Investment ICF, L.P.; 634 shares from CM Equity Partners II, L.P., and 4,140 shares from CM Equity Partners II Co-Investors, L.P. (includes 182 shares from custody accounts of minor children).

/s/ Peter M. Schulte

04/27/2009

\*\* 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).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.