

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Kesavan Sudhakar</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/12/2007</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>11/13/2007</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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								167,354	D	
Common Stock	11/12/2007		J		35,000	D ⁽¹⁾	\$0	132,354	D	
Common Stock	11/12/2008		M		11,667 ⁽²⁾	A	\$0	144,021	D	

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 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)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(3)	11/12/2007		A		35,000		(4)	(4)	Common Stock	35,000	\$0	35,000	D	
Restricted Stock Units	\$18.1	11/12/2008		M		11,667		(4)	(4)	Common Stock	11,667	\$0	23,333	D	

Explanation of Responses:

- 35,000 shares were incorrectly reported under Table I as acquired Non-Derivative Securities (Restricted Stock Awards) on Form 4 filed on November 13, 2007. These shares should have been reflected under Table II as acquired Derivative Securities (Restricted Stock Units).
- Represents first vesting (33.33%) anniversary, and applicable common stock settlement, of acquired restricted stock unit grant pursuant to the 2006 Long-Term Equity Incentive Plan.
- Each restricted stock unit is the economic equivalent of one share of ICF International, Inc. Common Stock.
- These acquired restricted stock units were granted pursuant to the 2006 Long-Term Equity Incentive Plan. These restricted stock units vest 33.33% after one year from the date of grant, 33.33% on the second anniversary of the date of grant, and 33.33% after the third anniversary of the date of grant.

Remarks:

This amendment is being filed to correctly reflect the total amount beneficially owned of Derivative Securities under Table II (Restricted Stock Units) which were incorrectly reported as Non-Derivative Securities (Restricted Stock Awards) under Table I by the Reporting Person.

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

04/10/2009

** 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.

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