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
   **FELDT RICHARD M**
   
   (Last) (First) (Middle)
   9300 LEE HIGHWAY
   FAIRFAX VA 22031

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

3. Date of Earliest Transaction (Month/Day/Year)
   03/14/2008

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   X Director
   10% Owner
   Officer (give title below)
   Other (specify below)

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

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

<table>
<thead>
<tr>
<th>Code</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Transaction Execution Date, if any (Month/Day/Year)</th>
<th>Securities Acquired (A) or Disposed Of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Common Stock</td>
<td>03/14/2008</td>
<td>A</td>
<td>5,096</td>
<td>D</td>
</tr>
<tr>
<td></td>
<td>Common Stock</td>
<td>03/31/2008</td>
<td>A</td>
<td>112</td>
<td>D</td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. These acquired shares are restricted stock issued under the 2006 Long-Term Equity Incentive Plan. These shares are being granted upon the election to the board as part of total compensation. These shares vest in three equal annual installments beginning on the first anniversary of the grant date.
2. 112 shares issued in lieu of cash for director retainer.

/s/ Judith B. Kassel, Attorney-in-Fact 04/02/2008

** 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.