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

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

1. Name and Address of Reporting Person
   Kesavan Sudhakar
   (Last) (First) (Middle)
   ICF INTERNATIONAL, INC., 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)
   11/12/2007

4. If Amendment, Date of Original Filed
   (Month/Day/Year)
   11/13/2007

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

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>Security</th>
<th>Transaction</th>
<th>Deemed</th>
<th>Transaction</th>
<th>Securities</th>
<th>Amount</th>
<th>Price</th>
<th>Ownership</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Date (Month/Day/Year)</td>
<td>Execution Date</td>
<td>Code</td>
<td>V</td>
<td>(A) or (D)</td>
<td>follow</td>
<td>reported</td>
<td>Form</td>
</tr>
<tr>
<td>Common</td>
<td>11/12/2007</td>
<td>J</td>
<td>35,000</td>
<td>D(1)</td>
<td>0</td>
<td>132,354</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock</td>
<td>11/12/2008</td>
<td>M</td>
<td>11,667(2)</td>
<td>A</td>
<td>0</td>
<td>144,021</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>
### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>(3)</td>
<td>11/12/2007</td>
<td>A</td>
<td>38,000</td>
<td>(A) (D)</td>
<td>11/12/2008</td>
<td>Common Stock 35,000</td>
<td>$ 0</td>
<td>35,000</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>$ 18.1</td>
<td>11/12/2008</td>
<td>M</td>
<td>11,667</td>
<td>(H) (H)</td>
<td>11/12/2008</td>
<td>Common Stock 11,667</td>
<td>$ 0</td>
<td>23,333</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. 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).
2. 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.
3. Each restricted stock unit is the economic equivalent of one share of ICF International, Inc. Common Stock.
4. 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).


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.