

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Glover Ellen</u>  (Last) (First) (Middle) ICF INTERNATIONAL, INC. 9300 LEE HIGHWAY  (Street) FAIRFAX VA 22031  (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) Director 10% Owner Officer (give title below) Other (specify below)  X EVP
	3. Date of Earliest Transaction (Month/Day/Year) 11/12/2007	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 11/13/2007	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**

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								50,170	D	
Common Stock	11/12/2007		J		10,000	D <sup>(1)</sup>	\$0	40,170	D	
Common Stock	11/12/2008		M		3,334 <sup>(2)</sup>	A	\$0	43,504	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					
Restricted Stock Units	(4)							(3)	(3)	Common Stock	6,666	6,666	D	
Restricted Stock Units	(4)	11/12/2007		A		10,000		(5)	(5)	Common Stock	\$0	16,666	D	
Restricted Stock Units	\$18.1	11/12/2008		M		3,334		(5)	(5)	Common Stock	\$0	13,332	D	

**Explanation of Responses:**

- 10,000 shares were incorrectly reported under Table I as acquired Non-Derivative Securities (Restrict 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.
- These acquired restricted stock units were granted pursuant to Key Employment Recognition Award Program. These restricted stock units vest 33 1/3% after two years from date of grant, and 66 2/3 after three years from thd date of grant.
- 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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