**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)

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

**3. Date of Earliest Transaction**
03/23/2007

**4. If Amendment, Date of Original Filed**

**5. Relationship of Reporting Person(s) to Issuer**

- X Director
- X Officer (give title below)
  - Chairman, President and CEO
- Other (specify below)

**6. Individual or Joint/Group Filing**
Form filed by One Reporting Person

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, If any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>V</td>
<td>Amount (A) or (D) Price</td>
<td>150,000 D</td>
<td>Form filed by One Reporting Person</td>
<td>Form filed by One Reporting Person</td>
</tr>
<tr>
<td>Code</td>
<td>V</td>
<td>(A)</td>
<td>(D)</td>
<td>Date Exercisable</td>
<td>Expiration Date</td>
<td>Title</td>
<td>Amount or Number of Shares</td>
</tr>
<tr>
<td>------</td>
<td>---</td>
<td>-----</td>
<td>-----</td>
<td>------------------</td>
<td>-----------------</td>
<td>-------</td>
<td>--------------------------</td>
</tr>
<tr>
<td>$ 5</td>
<td></td>
<td>(1)</td>
<td></td>
<td>06/30/2009</td>
<td>Common Stock</td>
<td>111,667</td>
<td>D</td>
</tr>
<tr>
<td>$ 5</td>
<td></td>
<td>(1)</td>
<td></td>
<td>06/30/2010</td>
<td>Common Stock</td>
<td>22,333</td>
<td>D</td>
</tr>
<tr>
<td>$ 5</td>
<td></td>
<td>(1)</td>
<td></td>
<td>09/08/2011</td>
<td>Common Stock</td>
<td>22,333</td>
<td>D</td>
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<tr>
<td>$ 5</td>
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<td>(1)</td>
<td></td>
<td>04/05/2012</td>
<td>Common Stock</td>
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<td>D</td>
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<td>$ 5</td>
<td></td>
<td>(1)</td>
<td></td>
<td>06/30/2012</td>
<td>Common Stock</td>
<td>22,333</td>
<td>D</td>
</tr>
<tr>
<td>$ 5</td>
<td></td>
<td>(1)</td>
<td></td>
<td>01/01/2013</td>
<td>Common Stock</td>
<td>21,936</td>
<td>D</td>
</tr>
<tr>
<td>$ 18.31</td>
<td></td>
<td>(2)</td>
<td></td>
<td>03/23/2007</td>
<td>Common Stock</td>
<td>50,000</td>
<td>$ 0 276,031</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

**Explanation of Responses:**

1. Immediately.
2. Represents options under the terms of the 2006 Long-Term Equity Incentive Plan of which the option vests in three equal annual installments beginning on March 23, 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.