SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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[*] GOLINVAUX THERESA D	2. Issuer Name **and** Ticker or Trading Symbol ICF International, Inc. [ICFI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)   (First)   (Middle)
9300 LEE HIGHWAY

| | 3. Date of Earliest Transaction (Month/Day/Year) 05/07/2020 | |

(Street)
FAIRFAX   VA   22031

| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |

(City)   (State)   (Zip)

Relationship:
| | Director | 10% Owner |
| X | Officer (give title below) | Other (specify below) |

SVP & Principal Acct. Officer

6. 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	05/07/2020		M		164	A	$0[(1)]	164	D	
Common	05/07/2020		F		48	D	$64.98	116	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	Amount or Number of Shares				
Restricted Stock Units	[(1)]	05/07/2020		M			164	[(2)]	[(2)]	Common	164	[(1)]	491	D	
Restricted Stock Units	[(3)]	05/07/2020		M			164	[(4)]	[(4)]	Common	164	$64.98[(3)]	655	D	

Explanation of Responses:

1. The exercise price for the restricted stock unit exercise was $64.98.

2. Represents the first vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.

3. The exercise price for the cash-settled restricted stock unit exercise was $64.98.

4. Represents the first vesting anniversary (25%) of acquired cash-settled restricted stock units granted pursuant to the 2018 Omnibus Plan, as amended.

/s/ James E. Daniel, Attorney-in-fact   05/11/2020

** Signature of Reporting Person   Date