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
   Wasson John
   ICF INTERNATIONAL, INC.
   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)
   02/17/2009

4. If Amendment, Date of Original Filed (Month/Day/Year)
   02/20/2009

5. Relationship of Reporting Person(s) to Issuer
   X 10% Owner
   Director
   X Officer (give title below)
   SVP and COO
   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>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>02/17/2009</td>
<td>M</td>
<td>10,461 A</td>
<td>$7.34</td>
<td>88,412 D</td>
<td>D</td>
<td>77,951 D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>02/17/2009</td>
<td>S(1)</td>
<td>10,461 D</td>
<td>$23.69</td>
<td>77,951 D</td>
<td>D</td>
<td>88,412 D</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<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 (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Stock Options (right to buy)</td>
<td>$7.34</td>
<td>02/17/2009</td>
<td>M</td>
<td>10,461 A</td>
<td>09/27/2006, 01/01/2014</td>
<td>Common Stock 10,461 D</td>
<td>0</td>
<td>0 D</td>
<td>0</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. John Wasson Trading Plan - These shares were exercised and sold pursuant to Rule 10b5-1 Trading Plan dated August 27, 2006.

Remarks:
This amendment is being filed to correctly reflect the exercise of 10,461 shares (rather than 10.461 shares).

/s/ Judith Kassel, Attorney-in-fact
03/12/2009

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.