SEC	Form	4
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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

1. Name and Addres	ss of Reporting Perso P	n*	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>ICF International, Inc.</u> [ ICFI ]	(Check	tionship of Reporting Person all applicable) Director Officer (give title	n(s) to Issuer 10% Owner Other (specify
(Last) (First) (Middle) 9300 LEE HIGHWAY		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/18/2016	X	below) VP and Principal Acc	below)
(Street) FAIRFAX VA 22031		22031	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing ( Form filed by One Report Form filed by More than C	ing Person
(City)	(State)	(Zip)			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. Transa Code ( 8)		Disposed Of	. Securities Acquired (A) or isposed Of (D) (Instr. 3, 4 and )		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/18/2016		М		169	Α	\$33.97	2,298	D	
Common Stock	03/18/2016		F		65	D	\$33.97	2,233	D	
Common Stock	03/19/2016		М		243	A	\$33.97	2,476	D	
Common Stock	03/19/2016		F		94	D	\$33.97	2,382	D	
Common Stock								2,129	D	

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

			(0.9.,	puis,	cuns	, wai	Tunt	s, options	, convert		unico)				
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. Transa Code 8)		of Deriv Secu Acqu (A) o Disp of (D	r osed ) r. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		e Amount of		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	\$33.97	03/18/2016		м			169	(1)	(1)	Common Stock	169	\$0	168	D	
Restricted Stock Units	\$33.97	03/19/2016		М			243	(2)	(2)	Common Stock	243	\$0	0	D	

Explanation of Responses:

1. Represents the third vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2010 Omnibus Incentive Plan, as amended.

2. Represents the fourth vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2010 Omnibus Incentive Plan, as amended.

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/s/ James J. Maiwurm,
Attorney-in-fact
** Signature of Reporting Pers

03/21/2016

Date

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\ast}$  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.

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.