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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
ECK PHILLIP	ICF International, Inc. [ICFI]	Director 10% Owner

1. Name and Address of Reporting Person*

ECK PHILLIP

(Last)   (First)   (Middle)

9300 LEE HIGHWAY

(Street)

FAIRFAX   VA   22031

(City)   (State)   (Zip)

2. Issuer Name and Ticker or Trading Symbol

ICF International, Inc. [ICFI]

3. Date of Earliest Transaction (Month/Day/Year)

03/18/2016

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

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director   10% Owner

X Officer (give title below)   Other (specify below)

VP and Principal Acct. Officer

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	03/18/2016		M		169	A	$33.97	2,298	D	
Common Stock	03/18/2016		F		65	D	$33.97	2,233	D	
Common Stock	03/19/2016		M		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)

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	$33.97	03/18/2016		M			169	(1)	(1)	Common Stock	169	$0	168	D	
Restricted Stock Units	$33.97	03/19/2016		M			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.

/s/ James J. Maiwurm, Attorney-in-fact   03/21/2016

** Signature of Reporting Person   Date