**Statement of Changes in Beneficial Ownership**

**1. Name and Address of Reporting Person**

Datar Srikant  
ICF INTERNATIONAL, INC.  
9300 LEE HIGHWAY  
FAIRFAX VA 22031

**2. ICF Name and Ticker or Trading Symbol**

ICF International, Inc. [ICFI]

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

01/03/2008

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

01/04/2008

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

- Director
- 10% Owner
- Officer (give title below)
- Other (specify below)

**6. Individual or Joint/Group Filing (Check Applicable Line)**

- Form filed by One Reporting Person
- Form filed by More than One Reporting Person

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**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>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>01/03/2008</td>
<td>A</td>
<td>160(1) A</td>
<td>$0</td>
<td>9,661</td>
<td>D</td>
</tr>
</tbody>
</table>

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

(e.g., puts, calls, warrants, options, convertible securities)

<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>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3 and 5)</th>
<th>6. Date Exercisable and Expiration Date (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>
</table>

**Explanation of Responses:**

- 1. 160 shares issued in lieu of cash for director retainer.

**Remarks:**

Amendment being made to correct the amount of securities beneficially owned. The original Form 4 (1/4/2008) reported the incorrect amount of securities beneficially owned before and after transaction.

Judith Kassel  
01/04/2008  
**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.