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
   Stewart Alan
   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)
   06/02/2008

4. If Amendment, Date of Original Filed (Month/Day/Year)
   06/05/2008

5. Relationship of Reporting Person(s) to Issuer
   X Director
   X Officer (give title below)
   SVP, CFO and Asst Secretary

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>06/02/2008</td>
<td>M</td>
<td>3,000 A</td>
<td>$6.1</td>
<td>51,060 D</td>
<td>Direct</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/02/2008</td>
<td>M</td>
<td>8,000 A</td>
<td>$6.1</td>
<td>59,060 D</td>
<td>Direct</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/02/2008</td>
<td>F</td>
<td>1,688 D</td>
<td>$17.7</td>
<td>57,372 D</td>
<td>Direct</td>
<td>D</td>
</tr>
<tr>
<td>Common Stock</td>
<td>06/02/2008</td>
<td>F</td>
<td>2,757(1) D</td>
<td>$17.7</td>
<td>54,615 D</td>
<td>Direct</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>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 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. 3 and 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 Option (Right to Buy)</td>
<td>$6.1</td>
<td>06/02/2008</td>
<td>M</td>
<td>3,000</td>
<td>09/27/2006 01/01/2013 Common Stock 3,000 $0 8,000 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stock Option (Right to Buy)</td>
<td>$6.1</td>
<td>06/02/2008</td>
<td>M</td>
<td>8,000</td>
<td>09/27/2006 01/01/2013 Common Stock 8,000 $0 0 D</td>
<td></td>
<td></td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:
1. Amendment being made to reflect the disposition of shares to cover the exercise payments at the time of the transaction. The total beneficial ownership amount is also adjusted to reflect such disposition.
Judith Kassell 08/14/2008

**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.