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

JACKS JOEL R

900 THIRD AVENUE, 33RD FLOOR
NEW YORK NY 10022-4775

2. Issuer Name and Ticker or Trading Symbol

ICF International, Inc. [ICFI]

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

09/28/2006

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

5. Relationship of Reporting Person(s) to Issuer

X Director
X 10% Owner

Officer (give title below)
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

| 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. 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) |
|--------------------------------|------------------------------------|-----------------------------------------------------|-------------------------------|-------------------------------------------------|-------------------------------------------------|---------------------------------|--------------------------------|-----------------------------|
| Common Stock                   | 09/28/2006                         |                                                     | A                             | 6,000 A                                         | $0 6,000(1)                                     | D                               | See footnote(2)                |
| Common Stock                   | 09/28/2006                         |                                                     | S                             | 998,119 D                                       | $12 7,233,613                                   | I                               |                                |

---

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. 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></td>
<td></td>
<td></td>
<td></td>
<td>Code (A)</td>
<td>(D)</td>
<td>Date Exercisable</td>
<td>Expiration Date</td>
<td>Amount or Number of Shares</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

---

Explanation of Responses:

1. These acquired shares are shares of restricted stock granted pursuant to the 2006 Long-Term Equity Incentive Plan. These shares vest 33.33% after 366 days from the date of grant, 33.33% on the second anniversary of the date of grant, and 33.33% on the third anniversary of the date of grant.

2. Joel R. Jacks is a managing member of CMLS General Partner, LLC, LPE II, LLC and LPE II Co-Investors, LLC, which serve as the general partners of entities that serve as the general partners of entities that own shares of Issuer’s common stock. Joel R. Jacks disclaims beneficial ownership of the shares of the Issuer’s common stock beneficially owned by each of CMLS General Partner, LLC, LPE II, LLC and LPE II Co-Investors, LLC except to his proportionate pecuniary interest therein.

/s/ James J. Maiwurm

09/28/2006

** Signature of Reporting Person Date

Attorney-in-Fact

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.