SEC Form 4

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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[*] Ostria Sergio J (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) 03/20/2017 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) Executive Vice President 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	03/21/2017		M		732	A	$40.6	4,407	D	
Common	03/21/2017		M		453	A	$40.6	4,860	D	
Common	03/21/2017		F		156	D	$40.6	4,704	D	
Common	03/21/2017		F		252	D	$40.6	4,452	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	(1)	03/20/2017		A		2,710		(2)	(2)	Common	2,710	$0.0000	8,599	D	
Restricted Stock Units	(1)	03/20/2017		A		1,759		(2)	(2)	Common	1,759	$0.0000	10,358	D	
Restricted Stock Units	(3)	03/21/2017		M			453	(4)	(4)	Common	453	(3)	9,905	D	
Restricted Stock Units	(3)	03/21/2017		M			732	(4)	(4)	Common	732	(3)	9,173	D	

Explanation of Responses:

1. Each restricted stock unit is the economic equivalent of one share of ICF International, Inc.'s Common Stock.

2. These acquired restricted stock units were granted pursuant to ICF International, Inc.'s 2010 Omnibus Incentive Plan, as amended. These restricted stock units vest over a period of three (3) years, at 25% on each of the first two anniversaries of the grant and 50% on the third anniversary from the day of grant.

3. The exercise price for the restricted stock unit exercise was $40.60.

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

/s/ James E. Daniel, Attorney-in-fact　　　03/22/2017

** 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).

** 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.