SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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 [*] Williams Michelle A				suer Name and Ticl F Internationa		-			ationship of Reporting Person(s) to I k all applicable) Director 10% O			
(Last) 9300 LEE HI	(First) GHWAY	(Middle)		ate of Earliest Trans 03/2022	action (Month	I/Day/Year)		Officer (give title below)		(specify	
(Ctro ot)			4. lf /	Amendment, Date o	of Origin	al File	d (Month/Day	/Year)	6. Indi Line)	vidual or Joint/Grou	p Filing (Check	Applicable
(Street) FAIRFAX	VA	22031	_						X	Form filed by On Form filed by Mo Person		
(City)	(State)	(Zip)										
		Table I - Non-De	erivative \$	Securities Acc	juired	, Dis	posed of,	or Be	neficially	v Owned		
Date		ansaction th/Day/Year)	Execution Date,		iction Instr.	5) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned											
	01/03/2022		Α	696 ⁽¹⁾	A	\$0.0000	696				

(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. Transa Code (8)		of Deriv	r osed) r. 3, 4	Expiration Date (Month/Day/Year) S		piration Date Amount of onth/Day/Year) Securities		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			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. This award of restricted stock units was granted pursuant to ICF International, Inc.'s 2018 Omnibus Incentive Plan, as amended, and represents the Reporting Person's annual equity award, pro-rated to appointment date. These restricted stock units will vest in equal increments (Mar. 1 and June 1).

/s/ James E. Daniel, Attorney-01/04/2022 in-fact

** Signature of Reporting Person Date

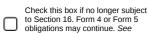
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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.



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Instruction 1(b).