SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104 Estimated average burden hours per response: 0.5

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 Add <u>Murray Sai</u>	2. Date of Event Requiring Stater Month/Day/Yea 05/11/2011	ment	3. Issuer Name and Ticker or Trading Symbol <u>ICF International, Inc.</u> [ICFI]								
(Last) (First) (Middle) 9300 LEE HIGHWAY					4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title		10% Owner Other (specify		 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check 		
(Street) FAIRFAX	VA	22031				below) Interim CFC	below))		1		y One Reporting Person y More than One erson
(City)	(State)	(Zip)									
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock					2,594		D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable an Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securit Underlying Derivative Securit			4. Conve or Exe	ercise	5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			Date Exercisable	Expiration Date	Title		Amount or Number of Shares	Price of Derivative Security		Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Options		(1)	(1)		Common Stock	5,468	24.84		D		
Non-Qualified Stock Options		(2)	(2)		Common Stock	5,174	21.77		D		
Restricted Stock Units		(3)	(3)		Common Stock	8,000	(4	4)	D		
Restricted Stock Units			(5)	(5)		Common Stock	1,781	(4	L)	D	
Restricted Stock Units			(6)	(6)		Common Stock	2,181	(4	4)	D	

Explanation of Responses:

1. 5,468 options were awarded on March 31, 2010 pursuant to the 2006 Long-Term Equity Incentive Plan. The option award will vest over a period of 3 years at 33 1/3% per year beginning one year from the date of grant. 1,823 shares vested on March 31, 2011.

2. 5,174 options were awarded on April 1, 2011 pursuant to the 2010 Omnibus Incentive Plan. The option award will vest over a period of 3 years at 33 1/3% per year beginning one year from the date of grant. 3. 10,000 restricted stock units were granted on August 11, 2009 pursuant to the 2006 Long-Term Equity Incentive Plan. These restricted stock units vest over a period of 5 years at 20% per year beginning one year from the date of grant. 2,000 shares vested on August 11, 2010.

4. Each restricted stock unit is the economic equivalent of one share of ICF International, Inc. common stock.

5. 2,375 restricted stock units were granted on March 31, 2010 pursuant to the 2006 Long-Term Equity Incentive Plan. These restricted stock units vest over a period of 4 years at 25% per year beginning one year from the date of grant. 594 shares vested on March 31, 2011.

6. 2,181 restricted stock units were granted on April 1, 2011 pursuant to the 2010 Omnibus Incentive Plan. These restricted stock units vest over a period of 4 years at 25% per year beginning one year from the date of grant.

<u>/s/ James J. Maiwurm,</u>	<u>05/1</u>	
<u>Attorney-in-fact</u>		
** Signature of Reporting Person	Date	

05/12/2011

Signature of Reporting Person

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 5 (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.

ICF INTERNATIONAL, INC. LIMITED POWER OF ATTORNEY FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Sudhakar Kesavan, Terrance McGovern, John Wasson and James J. Maiwurm, acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of ICF International, Inc., a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges or automated trading systems, and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and

(3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

(1) this Limited Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by either such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) neither the Company nor either of such attorneys-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including, without limitation, the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Limited Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 20th day of April, 2011.

/s/ Sandra Murray Signature

Sandra Murray Print Name