**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**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

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1. **Name and Address of Reporting Person**
   
   **Croan Gerald**

   (Last) (First) (Middle)
   
   ICF INTERNATIONAL, INC.
   9300 LEE HIGHWAY
   
   (Street) FAIRFAX VA 22031

   (City) (State) (Zip)

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2. **Issuer Name and Ticker or Trading Symbol**
   
   **ICF International, Inc. [ICFI]**

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   03/23/2007

4. **Transaction(s) Reported**
   
   **Common Stock**

5. **Relationship of Reporting Person(s) to Issuer**
   
   (Check all applicable)
   
   X Director
   
   10% Owner
   
   Other (specify below) EVP

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### 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>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></td>
<td></td>
<td></td>
<td></td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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### 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>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>Restricted Stock Units</td>
<td>(1)</td>
<td></td>
<td></td>
<td>(A) (D)</td>
<td>(2) (2)</td>
<td>Common Stock 10,000 10,000 D</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Incentive Stock Option</td>
<td>$18.31</td>
<td>03/23/2007</td>
<td>A</td>
<td>30,000 (3) 03/22/2017 Common Stock 30,000 40,000 D</td>
<td>0</td>
<td>S0</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Each restricted stock unit is the economic equivalent of one share of ICF International, Inc. Common Stock.
2. The acquired restricted stock units were granted pursuant to the 2006 Long-Term Equity Incentive Plan. These restricted stock units vest 33-1/3% after two years from the date of grant and 66-2/3% after three years from the date of grant.
3. Represents options under the terms of the 2006 Long-Term Equity Incentive Plan of which the option vests in three equal annual installments beginning on March 23, 2008.

/s/ James J. Maiwurm,

Attorney-in-Fact 03/27/2007

**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.