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

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

3. Date of Earliest Transaction (Month/Day/Year)
   04/02/2008

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

5. Relationship of Reporting Person(s) to Issuer
   (Check all applicable)
   Director X
   Officer (give title below) EVP and COO
   10% Owner
   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

7. Nature of Indirect Beneficial Ownership (Instr. 4)

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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. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>7. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>8. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>04/02/2008</td>
<td></td>
<td>M</td>
<td>5,833 D</td>
<td>114,132 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>04/02/2008</td>
<td>S</td>
<td>5,833 D</td>
<td>$21</td>
<td>108,299 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>04/02/2008</td>
<td>M</td>
<td>2,933 A</td>
<td>$5</td>
<td>111,232 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>04/02/2008</td>
<td>S</td>
<td>2,933 D</td>
<td>$21</td>
<td>108,299 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>04/02/2008</td>
<td>M</td>
<td>2,900 A</td>
<td>$6</td>
<td>111,199 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>04/02/2008</td>
<td>S</td>
<td>2,900 D</td>
<td>$21</td>
<td>108,299 D</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. Deemed Execution Date, if any (Month/Day/Year)</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. 3 and 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>Stock Option (right to buy)</td>
<td>$5</td>
<td>04/02/2008</td>
<td>M</td>
<td>5,833 A</td>
<td>09/27/2006 01/01/2011</td>
<td>Common Stock 5,833 D</td>
<td>$0</td>
<td>2,933 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Option (right to buy)</td>
<td>$5</td>
<td>04/02/2008</td>
<td>M</td>
<td>2,933 A</td>
<td>09/27/2006 01/01/2011</td>
<td>Common Stock 2,933 D</td>
<td>$0</td>
<td>0 D</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Stock Option (right to buy)</td>
<td>$6</td>
<td>04/02/2008</td>
<td>M</td>
<td>2,900 A</td>
<td>09/27/2006 01/01/2011</td>
<td>Common Stock 2,900 D</td>
<td>$0</td>
<td>3,100 D</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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Explanation of Responses:
1. John Wasson 10b5-1 Trading Plan. These shares were exercised and sold pursuant to Rule 10b5-1 Trading Plan dated November 19, 2007.

Judith Kassel
04/04/2008

** 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 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.