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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
   JACKS JOEL R
   (Last) (First) (Middle)
   900 THIRD AVENUE, 33RD FLOOR
   (Street)
   NEW YORK NY 10022-4775
   (City) (State) (Zip)

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

3. Date of Earliest Transaction
   (Month/Day/Year)
   01/03/2007

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

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

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>2A. Deemed Execution Date, if any (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>01/03/2007</td>
<td></td>
<td>A</td>
<td>652 A $ 14.55 (1)</td>
<td>6,652 D</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
### 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 Underlying Securities** (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 of Derivative Security: 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 | |

**Explanation of Responses:**

1. Shares were issued as director compensation, price shown is market price on date of issuance.

   /s/ James J. Maiwurm,
   Attorney-in-Fact
   01/04/2007

   **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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations **


**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.**