FORM 4

STOCK options

SEC Form 4 - 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
   Lee Rodney Mark Jr.
   9300 LEE HIGHWAY
   FAIRFAX VA 22031

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

3. Date of Earliest Transaction (Month/Day/Year)
   03/11/2022

4. If Amendment, Date of Original Filed (Month/Day/Year)
   03/11/2022

5. Relationship of Reporting Person(s) to Issuer
   Executive Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)
   X Form filed by One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr.)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>03/11/2022</td>
<td>M</td>
<td>237</td>
<td>A</td>
<td>$0.0000(1)</td>
<td>3,484</td>
</tr>
<tr>
<td>Common</td>
<td>03/11/2022</td>
<td>F</td>
<td>84</td>
<td>D</td>
<td>$89.32</td>
<td>3,400</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr.)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Exercisable and Expiration Date</th>
<th>Title and Amount of Securities Beneficially Owned Following Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Number of derivative Securities Beneficially Owned (Instr. 5)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 6)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Restricted Stock Units</td>
<td>$0.0000(1)</td>
<td>03/11/2022</td>
<td>M</td>
<td>237</td>
<td>(2)</td>
<td>(2)</td>
<td>Common (1)</td>
<td>$89.32</td>
<td>(1)</td>
<td>(I)</td>
<td>(I)</td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>$0.0000(2)</td>
<td>03/11/2022</td>
<td>M</td>
<td>237</td>
<td>(4)</td>
<td>(4)</td>
<td>Common (1)</td>
<td>$89.32</td>
<td>(1)</td>
<td>(I)</td>
<td>(I)</td>
</tr>
<tr>
<td>Restricted Stock Units</td>
<td>$0.0000(2)</td>
<td>03/11/2022</td>
<td>M</td>
<td>299</td>
<td>(4)</td>
<td>(4)</td>
<td>Common (1)</td>
<td>$89.32</td>
<td>(1)</td>
<td>(I)</td>
<td>(I)</td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. The exercise price for the restricted stock unit exercise was $89.32.
2. Represents the 3rd vesting anniversary (50%) of acquired restricted stock units granted pursuant to the 2018 Omnibus Incentive Plan, as amended.
3. The exercise price for the cash-settled restricted stock unit exercise was $89.32.
4. Represents the 3rd vesting anniversary (50%) of acquired cash-settled restricted stock units granted pursuant to the 2018 Omnibus Plan, as amended.

/s/ James E. Daniel, Attorney-in-fact
03/15/2022

/* 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.