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| ICF Internati Form 4 October 02, 2 | | | | | | | | | | | |
|--|---|--|--|--|---|---------|--|---|--|--|--|
| FORM | | OMB APPROVAL | | | | | | | | | |
| | UNITEDS | box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | 3235-0287 | | |
| Check thi if no long subject to Section 1 Form 4 o | ger STATEM 6. | | | | | | | | January 31, 2005 average irs per 0.5 | | |
| Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 1(b). Form 5 obligations may continue. See Instruction 1(c). Form 5 obligations may continue. See Instruction 1(c). Form 5 obligations May continue. See Instruction 1(c). Form 5 obligations May continue. See Instruction 1(c). Form 5 See Instruction 1(c). See Instruc | | | | | | | | | | | |
| (Print or Type F | Responses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person *2. Issuer Name andLucien DavidSymbolICF Internationa | | | | | | ıg | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| (Last) | (First) (M | (Check | | | | | | k all applicable) | | | |
| (Month/I | | | 9/28/2006 — | | | | X Director Officer (give below) | Officer (give title Other (specify | | | |
| | Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check | | | | | | |
| Filed(Month/ FAIRFAX, VA 22031 | | | | _X_ | | | | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| | | 7.) | | | | | Person | | | | |
| (City) | (State) (| (Zip) | Table I - Non-l | Derivative S | Securi | ties Ac | quired, Disposed o | of, or Beneficia | lly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date 2A. Dee (Month/Day/Year) Executi any (Month. | | 3. ate, if Transact Code Year) (Instr. 8) | 4. Securi ionAcquirec Disposec (Instr. 3, | d (A) o d of (E |)) | Securities I Beneficially (Owned I Following (| 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Indirect Beneficial | | |
| C | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | | | |
| Common Stock | 09/28/2006 | | А | 6,000 (1) | А | \$0 | 0 | D | | | |
| Common Stock | 09/28/2006 | | Р | 4,900 | А | \$ 12 | 15,900 | D | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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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. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Secur | int of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---------------------------------------|---|---------------------|--------------------|-------|--|---|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|------------|---------|-------|--|--|--|
| 1 9 | Director | 10% Owner | Officer | Other | | | |
| Lucien David C/O ICF INTERNATIONAL, INC. 9300 LEE HIGHWAY FAIRFAX, VA 22031 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/ James J. Maiwurm, Attorney-in-Fact | 1 | .0/02/2006 | | | | | |
| <u>**</u> Signature of Reporting Person | | Date | | | | | |
| Explanation of Responses: | | | | | | | |

Explanation of Responses:

* 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. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

These acquired shares are shares of restricted stock granted pursuant to the 2006 Long-Term Equity Incentive Plan. These shares vest (1) 33.33% after 366 days from the date of grant, 33.33% on the second anniversary of the date of grant, and 33.33% on the third anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.