

Glover Ellen
 Form 4/A
 April 10, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Glover Ellen

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 ICF INTERNATIONAL, INC., 9300 LEE HIGHWAY

3. Date of Earliest Transaction (Month/Day/Year)
 11/12/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP

(Street)
 FAIRFAX, VA 22031

4. If Amendment, Date Original Filed (Month/Day/Year)
 11/13/2007

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

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | | | | | 50,170 | D | |
| Common Stock | 11/12/2007 | | J | | 10,000 | <u>D</u> (1) | \$ 0 |
| Common Stock | 11/12/2008 | | M | | 3,334 | A | \$ 0 |
| | | | | | <u>(2)</u> | | 43,504 |

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

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number.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units | (4) | | | | | (3) (3) | Common Stock 6,666 |
| Restricted Stock Units | (4) | 11/12/2007 | | A | 10,000 | (5) (5) | Common Stock 10,000 |
| Restricted Stock Units | \$ 18.1 | 11/12/2008 | | M | 3,334 | (5) (5) | Common Stock 3,334 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Glover Ellen ICF INTERNATIONAL, INC. 9300 LEE HIGHWAY FAIRFAX, VA 22031 | | | EVP | |

Signatures

/s/ James J. Maiwurm,
Attorney-in-fact

04/10/2009

__Signature of Reporting Person Date

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).
- (1) 10,000 shares were incorrectly reported under Table I as acquired Non-Derivative Securities (Restrict Stock Awards) on Form 4 filed on November 13, 2007. These shares should have been reflected under Table II as acquired Derivative Securities (Restricted Stock Units).
- (2) Represents first vesting (33.33%) anniversary, and applicable common stock settlement, of acquired restricted stock unit grant pursuant to the 2006 Long-Term Equity Incentive Plan.
- (3)

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These acquired restricted stock units were granted pursuant to Key Employment Recognition Award Program. These restricted stock units vest 33 1/3% after two years from date of grant, and 66 2/3 after three years from thd date of grant.

- (4) Each restricted stock unit is the economic equivalent of one share of ICF International, Inc. Common Stock.

- (5) These acquired restricted stock units were granted pursuant to the 2006 Long-Term Equity Incentive Plan. These restricted stock units vest 33.33% after one year from the date of grant, 33.33% on the second anniversary of the date of grant, and 33.33% after the third anniversary of the date of grant.

Remarks:

This amendment is being filed to correctly reflect the total amount beneficially owned of Derivative Securities under Table II (

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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