ICF International, Inc. Form 4 March 14, 2014

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or shington, D.C. 20549

Number:

S253-0267

January 31,

Expires:

Expires. 2005
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Glover Ellen			2. Issuer Name <b>and</b> Ticker or Trading Symbol ICF International, Inc. [ICFI]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Mic	ddle)	3. Date of Earliest Transaction	(Check all applicable)			
			(Month/Day/Year)	Director 10% Owner			
ICF INTERNATIONAL, INC., 9300 LEE HIGHWAY			03/12/2014	X Officer (give title Other (specify			
			00,12,201.	below) below)			
				EVP			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_Form filed by One Reporting Person			
FAIRFAX, VA 22031				Form filed by More than One Reporting Person			
(61.	(0)	<b>7</b> . \					

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative)	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	on(A) or D (Instr. 3,	. Securities Acquired A) or Disposed of (D) Instr. 3, 4 and 5)  (A) or		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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/12/2014		Code V M	Amount 749	(D)	Price \$ 39.25	23,405	D	
Common Stock	03/12/2014		F	258	D	\$ 39.25	23,147	D	
Common Stock							22,656	D	

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

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### Edgar Filing: ICF International, Inc. - Form 4

#### number.

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exer	cisable and	7. Title and A	Amount of	8. Price
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	ransaction Expiration Date		<b>Underlying Securities</b>		Derivat	
Security	or Exercise		any	Code	Derivative	(Month/Day	/Year)	(Instr. 3 and	4)	Securit
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities					(Instr. 5
	Derivative				Acquired					
	Security				(A) or					
					Disposed					
					of (D)					
					(Instr. 3, 4,					
					and 5)					
									Amount	
						ъ.	E		or	
						Date	Expiration	Title	Number	
						Exercisable	Date		of	
				Code V	(A) (D)				Shares	
Restricted								~		
Stock	\$ 39.25	03/12/2014		M	749	(1)	(1)	Common	749	\$ C
Units	Ψ 37.23	03/12/2014		111	742	<u></u>		Stock	, 12	Ψζ
Ullits										

## **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, 03/14/2014 Attorney-in-fact

\*\*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).
- Represents fourth and final vesting anniversary (25%) of acquired restricted stock units granted pursuant to the 2006 Long-Term Incentive Plan.

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.

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