Edgar Filing: Auen Eileen O'Shea - Form 4

Auen Eileen	O'Shea								
Form 4									
November 1									
FORM		PPROVAL							
UNITED STATES SECONTIES AND EACHANGE COMMISSION							3235-0287		
Check th	Check this box Washington, D.C. 20549						January 31,		
if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF							2005 average		
	subject to Section 16. SECURITIES								
Form 4 o	Form 4 or						ırs per 0.5		
	Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								
obligation may cont	inue Section 17(a) of th	e Public Utility H				n			
See Instru		h) of the Investme	nt Company	Act of 19	40				
1(b).									
(Print or Type I	Responses)								
(F)								
1. Name and A	ddress of Reporting Person	2. Issuer Name a	nd Ticker or T	rading	5. Relationship of	Reporting Person(s) to			
Auen Eileer		c							
ICF International, Inc. [ICFI]				(Chec	ck all applicabl	e)			
(Last)	(First) (Middle)	3. Date of Earliest	3. Date of Earliest Transaction				k an applicable)		
		(Month/Day/Year)		_X_ Director		6 Owner		
ICF INTERNATIONAL, INC., 9300 11/09/2010 <u>Delow</u>					below)	title Other (specify below)			
LEE HIGHWAY									
			Date Original		6. Individual or Joint/Group Filing(Check				
						Applicable Line) _X_ Form filed by One Reporting Person			
FAIRFAX, VA 22031									
Person Person									
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of	2. Transaction Date 2A.	Deemed 3.	4. Securiti	ies	5. Amount of	6. Ownership	7. Nature of		
Security	•		actionAcquired		Beneficially	(D) or Be	Indirect		
(Instr. 3)	any (Moi	th/Day/Year) Code (Instr.	Disposed8) (Instr. 3, 4)				Beneficial Ownership		
	× ×		, , , ,	,	Following	(Instr. 4)	(Instr. 4)		
				(A)	Reported Transaction(s)				
			T 7 A	or	(Instr. 3 and 4)				
Common		Code	V Amount	(D) Price					
Stock					12,687	D			
Common	11/09/2010	А	678 <u>(1)</u>	A \$0	13,365	D			
Stock									

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

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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	Amou Unde Secur	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						
r o	Director	10% Owner	Officer	Other			
Auen Eileen O'Shea ICF INTERNATIONAL, INC. 9300 LEE HIGHWAY FAIRFAX, VA 22031	Х						
Signatures							
/s/ James J. Maiwurm, 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).

(1) These acquired shares of restricted stock are issued under the 2010 Omnibus Incentive Plan. These shares vest immediately.

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.