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

ICF International, Form 4 January 05, 2015 <b>FORM 4</b> Check this box			S SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB APPROVAL OMB 3235-0287 Number:		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses)										
SCHULTE PETER M Symbol			Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (1 9300 LEE HIGH	First) (Middle) WAY		of Earliest Transaction h/Day/Year) /2014			X_ Director 10% Owner Officer (give title Other (specify below) below)				
(S	ndment, Date Original th/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting</li> </ul>					
	State) (Zip)	Table	e I - Non-D	erivative	Secur	ities Aca	Person uired, Disposed of	. or Beneficial	lv Owned	
	any		ed 3. 4. Securities Acqui Date, if Transaction(A) or Disposed of Code (Instr. 3, 4 and 5)			cquired d of (D)	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	
Common 12/3 Stock	31/2014		Code V A	Amount 732 <u>(1)</u>		Price \$ 40.98	235,356	D		
Common 01/0 Stock	02/2015		А	498	A	\$ 40.12 (2)	235,854	D		
Common Stock							234,624	D		

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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
SCHULTE PETER M							
9300 LEE HIGHWAY	Х						
FAIRFAX, VA 22031							
Signatures							
/s/ James J. Maiwurm, Attorney-in-fact	01/05/2015						
**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) Shares received by the Reporting Person pursuant to such Reporting Person's election to receive restricted stock in lieu of the Reporting Person's annual cash retainer (paid in quarterly installments) for serving as a member of the Board of Directors of ICF International, Inc.
- (2) 498 shares issued in lieu of cash for director quarterly retainer.

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.