Edgar Filing: ICF International, Inc. - Form 4

ICF International, Inc. Form 4 April 02, 2015							
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB AI OMB Number:	APPROVAL 3235-0287	
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 SECURITIESNumber. Lanuary 31, 2005STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESExpires:January 31, 2005State d average burden hours per 							
(Print or Type Responses)							
1. Name and Address of Reporting P Auen Eileen O'Shea	er Name and Ticker or ternational, Inc. [IC	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) (M 9300 LEE HIGHWAY		of Earliest Transaction Day/Year) 2015	X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street)		endment, Date Origina onth/Day/Year)	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
FAIRFAX, VA 22031				Person		porting	
		ole I - Non-Derivative	Securities Acc	uired, Disposed of	, 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)	3. 4. Securities Acquire Transactior(A) or Disposed of (I Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common 04/01/2015		Code V Amount	(D) Price \$	(instr. 5 and 4)			
Stock 04/01/2015		A 256	A 41.99	34,892	D		
Common Stock				34,636	D		

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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu 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 8	Director	10% Owner	Officer	Other				
Auen Eileen O'Shea 9300 LEE HIGHWAY FAIRFAX, VA 22031	Х							
Signatures								
/s/ James J. Maiwurm, Attorney-in-fact	04/02/2015							
**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) 256 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.