Kesavan Sudhakar Form 4/A April 08, 2009

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person \* Kesavan Sudhakar

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Last)

(First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

ICF INTERNATIONAL, INC., 9300

09/27/2008

ICF International, Inc. [ICFI]

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chairman, President and CEO

below)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

LEE HIGHWAY

4. If Amendment, Date Original

Filed(Month/Day/Year) 09/30/2008

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

FAIRFAX, VA 22031

(City) (State) (Zip)

(Street)

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

below)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

D

(A)

Price

Transaction(s) (Instr. 3 and 4)

Common Stock

Code V Amount (D)

164,754

Common Stock

09/27/2008

2,600 A

167,354

D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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#### Edgar Filing: Kesavan Sudhakar - Form 4/A

## 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.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Own
		Security				Acquired	ed				Follo	
		•				(A) or						Repo
						Disposed						Trans
						of (D)					(Instr	
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration		or		
							Exercisable	Date		Number		
					C 1 17	(A) (D)				of		
					Code V	(A) (D)				Shares		

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Kesavan Sudhakar ICF INTERNATIONAL, INC. 9300 LEE HIGHWAY FAIRFAX, VA 22031	X		Chairman, President and CEO				

### **Signatures**

/s/ James J. Maiwurm, Attorney-in-fact 04/08/2009

\*\*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).

#### **Remarks:**

This amendment is being filed to correct the total amount reported of 9,633 shares withheld for tax liability. The total amount 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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