Stewart Alan Form 4 November 14, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

Check this box

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

obligations may continue. See Instruction

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 * Stewart Alan

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ICF International, Inc. [ICFI]

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

ICF INTERNATIONAL, INC., 9300

11/12/2008

Director 10% Owner X_ Officer (give title _Other (specify below)

(Street)

LEE HIGHWAY

4. If Amendment, Date Original

Filed(Month/Day/Year)

SVP, CFO and Asst Secretary 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

FAIRFAX, VA 22031

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			5. Amount of Securities Form: Direct Owned Indirect (I) Following Reported Transaction(s) (Instr. 3 and 4)			
Common Stock				1 21110 41110	(2)	11100	48,566	D	
Common Stock	11/12/2008		A	5,000 (1)	A	\$0	48,566 (2)	D	
Common Stock	11/12/2008		F	2,110	D	\$ 18.1	46,456	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	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	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
					,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Num	Number		
						Zaterenous Butte		of			
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Stewart Alan ICF INTERNATIONAL, INC. 9300 LEE HIGHWAY FAIRFAX, VA 22031

SVP, CFO and Asst Secretary

Signatures

Judith Kassel 11/14/2008

**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) Represents first vesting anniversary (33.3%) of acquired restricted stock purusant to the 2006 Long-Term Equity Incentive Plan.
- (2) Total amount of restricted stock was reported on Form 4 on November 13, 2007.

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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