Wasson John Form 4 January 22, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

OMB APPROVAL

January 31,

2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5

Section 16.

response...

Expires:

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 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 Add Wasson John	ress of Report	ing Person *	2. Issuer Name and Ticker or Trading Symbol ICF International, Inc. [ICFI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First) (Middle)			3. Date of Earliest Transaction	(Check all applicable)		
ICF INTERNALEE HIGHWA		INC., 9300	(Month/Day/Year) 01/20/2009	Director 10% Owner Officer (give title Other (specify below) SVP and COO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
FAIRFAX, V	A 22031		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(01.)	(0)	(77.)				

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative S	Securi	ities Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ansaction Date 2A. Deemed 3. 4. Securities Acquire th/Day/Year) Execution Date, if any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)		of (D)	Securities Ownership Indirect Beneficially Form: Direct Benefici Owned (D) or Ownersh		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock							77,951	D	
Common Stock	01/20/2009		M	923	A	\$ 6.1	78,874	D	
Common Stock	01/20/2009		M	9,539	A	\$ 7.34	88,413	D	
Common Stock	01/20/2009		S(1)	10,462	D	\$ 23.82	77,951	D	

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

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SEC 1474 (9-02)

 \mathbf{D}

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. Transactic Code (Instr. 8)	Securities		or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (right to buy)	\$ 6.1	01/20/2009		M		923	09/27/2006	01/01/2013	Common Stock	923				
Stock Options (right to buy)	\$ 7.34	01/20/2009		M		9,539	09/27/2006	01/01/2014	Common Stock	9,539				

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Wasson John ICF INTERNATIONAL, INC. 9300 LEE HIGHWAY FAIRFAX, VA 22031			SVP and COO				

Signatures

Judith Kassel 01/22/2009

**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).
- (1) John Wasson Trading Plan These shares were exercised and sold pursuant to Rule 10b5-1 Trading Plan dated August 27, 2008. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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