

JACKS JOEL R
Form 4
February 11, 2010

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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 SECURITIES

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JACKS JOEL R

2. Issuer Name **and** Ticker or Trading
Symbol
ICF International, Inc. [ICFI]

5. Relationship of Reporting Person(s) to
Issuer

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2009

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify
below)

ICF INTERNATIONAL, INC., 9300
LEE HIGHWAY

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting
Person

FAIRFAX, VA 22031

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
Common Stock					1,564,751	I	See footnote (1)
Common Stock					138,975	D	
Common Stock	10/01/2009		A	450 (2) A	\$ 29,44 139,425	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)

displays a currently valid OMB control 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACKS JOEL R ICF INTERNATIONAL, INC. 9300 LEE HIGHWAY FAIRFAX, VA 22031	X	X		

Signatures

/s/ James J. Maiwurm,
Attorney-in-fact

02/11/2010

**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).

Joel R. Jacks is a managing member of CMLS General Partner, L.L.C., LPE II, LLC and LPE II Co-Investors, LLC, which serve as the general partners of entities that serve as the general partner of entities that own shares of Issuer's common stock ("CMEP Partnerships").

(1) This number reflects such CMEP Partnerships' distribution of a total of 1,564,753 shares of common stock to its limited partners. Mr. Jacks disclaims beneficial ownership of the shares of the Issuer's common stock beneficially owned by each of CMLS General Partner, L.L.C., LPE II, LLC and LPE II Co-Investors, LLC except to his proportionate pecuniary interest therein.

(2) 450 shares issued in lieu of cash for board retainer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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