#### SCHULTE PETER M

Form 4 May 11, 2011

## FORM 4

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

**SECURITIES** 

OMB

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31,

0.5

**OMB APPROVAL** 

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

obligations

Expires: 2005 Estimated average burden hours per

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

response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* SCHULTE PETER M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ICF International, Inc. [ICFI]

(Check all applicable)

(First)

(Middle)

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

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

ICF INTERNATIONAL, INC., 9300

(Street)

LEE HIGHWAY

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

05/10/2011

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

below)

FAIRFAX, VA 22031

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

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

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

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

209,165 D

Common Stock

D

Common Stock

05/10/2011

1,166 Α \$0 210,331

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

### Edgar Filing: SCHULTE PETER M - Form 4

#### 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		4.	5.	6. Date Exer		7. Title a		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D				Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	_	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr. 3	and 4)		Own
	Security										Follo
	,				(A) or						Repo
	Disposed								Trans		
		of (D) (Instr. 3,								(Instr	
										(IIISti	
					4, and 5)						
					4, and 3)						
								A	mount		
						Date Exercisable	Expiration Date	OI	r		
								Title N	umber		
								01			
				Code V	(A) (D)				hares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director SCHULTE PETER M

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



# **Signatures**

/s/ James J. Maiwurm, 05/11/2011 Attorney-in-fact

\*\*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) These acquired shares are restricted stock issued under the 2010 Omnibus Incentive Plan. These shares vest immediately.

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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