### Edgar Filing: Kesavan Sudhakar - Form 4

Kesavan Suc	lhakar									
Form 4	0. 2009									
September 30, 2008 OMB APPROVAL										
	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-0287		
Check th if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	section 17(a) of the	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								
(Print or Type I	Responses)									
1. Name and A Kesavan Su	Address of Reporting Person <u>*</u> dhakar	Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol ICF International, Inc. [ICFI]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)		3. Date of Earliest Transaction				(Check all applicable)			
ICF INTER LEE HIGH	NATIONAL, INC., 9300 WAY	(Month/Day/Year) 09/27/2008				_X_ Director10% Owner _X_ Officer (give titleOther (specify below) below) Chairman, President and CEO				
FAIRFAX,	(Street) VA 22031	4. If Amendment, D Filed(Month/Day/Yea	mendment, Date Original Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>			
(City)	(State) (Zip)	Table I. Nor	Danimatina	G	4°		an Dan official			
1.Title of Security (Instr. 3)	2. Transaction Date 2A. De (Month/Day/Year) Executi any	emed 3. on Date, if Transacti Code /Day/Year) (Instr. 8)	4. Securit ion(A) or Di (Instr. 3, 4	ies Ac sposed	quired of (D)	<b>uired, Disposed of,</b> 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 Indirect		
Common Stock		Coue	Amount	(D)	Thee	178,967	D			
Common Stock	09/27/2008	А	16,666 (1)	А	\$0	178,967 <u>(2)</u>	D			
Common Stock	09/27/2008	F	9,633	D	\$ 19.91	169,334	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 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)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Addre	SS	Relationships						
1	Director	irector 10% Owner Officer		Other				
Kesavan Sudhakar ICF INTERNATIONAL, IN 9300 LEE HIGHWAY FAIRFAX, VA 22031	C. X		Chairman, President and CEO					
Signatures								
Judith Kassel	09/27/2008							

\*\*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 second vesting anniversary (33.3%) of acquired restricted stock grant pursuant to the 2006 Long-Term Equity Incentive Plan.
- (2) Total amount of restricted stock grant was reported on Form 4 on October 2, 2006.

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.