Edgar Filing: ICF International, Inc. - Form 4

ICF Internati	onal, Inc.								
Form 4									
October 02, 2	2014								
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							PROVAL		
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB Number:	3235-0287		
Check thi if no long subject to Section 1 Form 4 o	6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							
Form 5 obligation may cont <i>See</i> Instru 1(b).	Filed purs ns Section 17(a	(20) (h) at the investment (commonly A at at 1040)							
(Print or Type F	Responses)								
Auen Eileen O'Shea S			r Name and Ticker or ernational, Inc. [I0	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (N		f Earliest Transaction	-	(Checl	k all applicable	2)		
9300 LEE HIGHWAY 09/ (Street) 4. If			Day/Year) 2014	XDirector10% Owner Officer (give titleOther (specify below)below)					
			endment, Date Origina nth/Day/Year)	al	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
FAIRFAX,	VA 22031				Form filed by M Person	ore than One Re	porting		
(City)	(State)	(Zip) Tab	le I - Non-Derivative	Securities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction(A) or D	ities Acquired isposed of (D) , 4 and 5) (A)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
			Code V Amount	or (D) Price	(Instr. 3 and 4)				
Common Stock	09/30/2014		A 974 (1)	A \$ 30.79	32,550	D			
Common Stock					31,576	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form 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)	4. Transact Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3,	3	Date	Amou Under Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			Code V	4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
I B	Director	10% Owner	Officer	Other			
Auen Eileen O'Shea 9300 LEE HIGHWAY FAIRFAX, VA 22031	Х						
Signatures							
/s/ James J. Maiwurm, Attorney-in-fact	10/02/2014						
**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) Shares received by the Reporting Person pursuant to such Reporting Person's election to receive restricted stock in lieu of the Reporting Person's annual cash retainer (paid in quarterly installments) for serving as a member of the Board of Directors of ICF International, Inc.

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.