ICF International, Inc. Form 4 January 05, 2015

Check this box

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

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

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

SECURITIES

may continue. See Instruction

(Print or Type Responses)

1(b).

Common

Stock

1. Name and Address of Reporting Person ** KATZ LESLYE G			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			ICF International, Inc. [ICFI]					(Check all applicable)			
(Last) ICF INTERN LEE HIGHW	NATIONAL, IN	(Middle)	3. Date of (Month/Date 12/31/20	•	ansaction			X Director Officer (give below)		Owner r (specify	
LEE HIOHW	(Street)			ndment, Dat th/Day/Year)	Ü	1		6. Individual or Jo Applicable Line) _X_ Form filed by C		-	
FAIRFAX, V	VA 22031								Iore than One Re		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned	
Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		n Date, if	3. Transactio Code (Instr. 8)	4. Securin(A) or Di (Instr. 3,	spose	d of (D) 5) Price	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 Beneficial Ownership (Instr. 4)	
Common Stock	12/31/2014			A	732 (1)	A	\$ 40.98	732	D		

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

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January 31,

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/		Underly Securiti (Instr. 3	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
KATZ LESLYE G ICF INTERNATIONAL, INC. 9300 LEE HIGHWAY FAIRFAX, VA 22031	X						

Signatures

/s/ James J. Maiwurm, 01/05/2015 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).
- 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.

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