Edgar Filing: ICF International, Inc. - Form 4

| ICF Internati Form 4 October 02, 2 | , | | | | | | | | | | | |
|---|--|---|---------------------------------|-------------|---------------------------------------|----------------------|----------------------------|--|---------------------|--------------|--|--|
| | | | | | | | | | | OMB APPROVAL | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | OMB Number: | 3235-0287 | | | |
| Check this box if no longer | | | | | | | | Expires: | January 31, 2005 | | | |
| subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSH | | | | | | | NERSHIP OF | Estimated a | | | | |
| Section 1 Form 4 o | Section 16. SECURITIES | | | | | | | | burden hours per | | | |
| Form 5 | | oursuant to a | Section 10 | 6(a) of the | e Securiti | es Ex | chang | ge Act of 1934, | response | 0.5 | | |
| obligation | ns Section 1 | | | | | | | f 1935 or Sectio | n | | | |
| may cont See Instru | mue. | | of the In | | | | | | | | | |
| 1(b). | | | | | | | | | | | | |
| (Drint or Type I | Paspanas) | | | | | | | | | | | |
| (Print or Type F | (esponses) | | | | | | | | | | | |
| 1. Name and Address of Reporting Person [*] _ 2. Issuer Name and Ticker or Trading 5. Relationship of I | | | | | | | | Reporting Person(s) to | | | | |
| Wasson John | | | Symbol | | | | | Issuer | | | | |
| | | | ICF International, Inc. [ICFI] | | | | | (Check all applicable) | | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | | (Chee | ii uii uppilouoio) | | | |
| | | | (Month/Day/Year) | | | | | Director 10% Owner X Officer (give title Other (specify | | | | |
| C/O ICF INTERNATIONAL, INC., 9300 LEE HIGHWAY | | | 09/28/2006 | | | | | below) below) | | | | |
| INC., 9500 I | | 11 | | | | | | E | EVP & COO | | | |
| (Street) | | | 4. If Amendment, Date Original | | | | | 6. Individual or Joint/Group Filing(Check | | | | |
| | | | | | Applicable Line) X Form filed by (| One Reporting Person | | | | | | |
| FAIRFAX VA 22031 Form filed by M | | | | | | | | | | | | |
| | | (7: | | | | | | Person | | | | |
| (City) | (State) | (Zip) | Table | e I - Non-D | erivative S | ecurit | ies Acc | quired, Disposed of | f, or Beneficial | lly Owned | | |
| 1.Title of | 2. Transaction I | | | 3. T | | | | 5. Amount of | 6. Ownership | | | |
| Security (Instr. 3) | (Month/Day/Ye | on Date, if Transaction(A) or Disposed of Code (D) | | | | OI | Securities Beneficially | Form: Direct Indirect (D) or Benefic | Beneficial | | | |
| | Day/Year) (Instr. 8) (Instr. 3, 4 and 5) | | | | 5) | Owned | Indirect (I) | Ownership | | | | |
| | | | | | Following Reported | (Instr. 4) | (Instr. 4) | | | | | |
| | | | | | | (A) or | | Transaction(s) | | | | |
| | | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | | | |
| Common Stock | 09/28/2006 | | | А | 25,000 (1) | А | \$0 | 86,815 | 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) | 5. iorNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | ; | ate | Under Secur | unt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr |
|---|---|---|--------------------------------------|--|---------------------|--------------------|----------------|--|---|---|
| | | | Code V | ′ (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Edgar Filing: ICF International, Inc. - Form 4

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|-----------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| Wasson John C/O ICF INTERNATIONAL, INC. 9300 LEE HIGHWAY FAIRFAX, VA 22031 | | | EVP & COO | | | | | |
| Signatures | | | | | | | | |
| /s/ James J. Maiwurm, Attoney-in-fact | 10 |)/02/2006 | | | | | | |
| ** 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).
- These acquired shares are shares of restricted stock granted pursuant to the 2006 Long-Term Equity Incentive Plan. These shares vest
 (1) 33.33% after 366 days from the date of grant, 33.33% on the second anniversary of the date of grant, and 33.33% on the third anniversary of the date of grant.

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.