#### SCHULTE PETER M

Form 4

January 05, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

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Check this box

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

01/03/2011

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHULTE PETER M	2. Issuer Name and Ticker or Trading Symbol ICF International, Inc. [ICFI]	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)  ICF INTERNATIONAL, INC., 9300 LEE HIGHWAY	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2011	(Check all applicable)  _X_ Director 10% Owner Officer (give title below)  Other (specify below)				
(Street) FAIRFAX, VA 22031	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)	Table I - Non-Derivative Securities Acqu	uired, Disposed of, or Beneficially Owned				
(Instr. 3) any (Month/I	med 3. 4. Securities Acquired on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)  Day/Year) (Instr. 8)  (A) or Code V Amount (D) Price	5. Amount of Securities Form: Direct Indirect Indirect (D) or Beneficial Owned Indirect (I) Ownership (Instr. 4) (Instr. 4)  Transaction(s) (Instr. 3 and 4)				
Common Stock		207,059 D				

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

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SEC 1474

(9-02)

207,548

D

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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

Director 10% Owner Officer Other

SCHULTE PETER M ICF INTERNATIONAL, INC. 9300 LEE HIGHWAY FAIRFAX, VA 22031



# **Signatures**

/s/ James J. Maiwurm, Attorney-in-fact 01/05/2011

\*\*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) 489 shares issued in lieu of cash for director retainer.

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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