## Edgar Filing: Auen Eileen O'Shea - Form 4

Form 4 January 04, 2012 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations Section 17(a) of the Public Utility Holding Company Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 1(b). (Print or Type Response) 1. Name and Address of Reporting Person <sup>*</sup> Auen Eileen O'Shea (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)Director N_ Director N_ Director 10% Owner
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB Subject 7 Subject 7 Subject 7 Subject 7 Section 16, Form 4 or Form 5 obligations may continue, Section 17(a) of the Public Utility Holding Company Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935, Section 17(a) of the Public Utility Holding Company Act of 1935, Section 17(a) of the Public Utility Holding Company Act of 1935, Section 17(a) of the Public Utility Holding Company Act of 1935, Section 17(a) of the Public Utility Holding Company Act of 1935, Section 17(a) of the Investment Company Act of 1935, or Section 1(b).       States Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Investment Company Act of 1935, or Section 30(h) of the Investment Company Act of 1935, or Section 1(b).       States Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Investment Company Act of 1935, or Section 1(b).       States Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Investment Company Act of 1935, or Section 1(c).       States Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Investment Company Act of 1935, or Section 1(c).       States Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Investment Company Act of 1935, or Section 1(c).       States Section 16(a) of the Securities Section 1(c).         (I. Name and Address of Reporting Person * Auen Eileen O's the securities International, Inc. [ICFI]       State Securities International, Inc. [ICFI]       State Securities International, Inc. [ICFI]         (Last)       (First)       (Middle)       3. Date of Earliest Transaction       State Securities International, Inc. [ICFI]
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       MB Number: SECURITIES       Stanuary 31, 2005         Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b).       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 16(b).       State of Reporting Person Symbol       State Name and Ticker or Trading Symbol       State Name and Ticker or Trading Symbol       State of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction       State Transaction
Check this box if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       OMB Number: 3235-0287 Number: 32005         Form 4 or Form 5       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       Expires: 2005         Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 1(b).       0.5         (Print or Type Responses)       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction
Check this box if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. <i>See</i> Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person <sup>*</sup> Auen Eileen O'Shea (Last) (First) (Middle) 3. Date of Earliest Transaction (Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES SECURITIE
a no tonget subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       Estimated average burden hours per response         Form 4 or Form 5 obligations may continue. See Instruction 1(b).       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 1(b).       0.5         (Print or Type Responses)       30(h) of the Investment Company Act of 1940 1(b).       5. Relationship of Reporting Person(s) to Issuer         1. Name and Address of Reporting Person * Auen Eileen O'Shea       2. Issuer Name and Ticker or Trading Symbol ICF International, Inc. [ICFI]       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction
Section 16.       SECURITIES       burden hours per response       0.5         Form 4 or       Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations       0.5         Form 5       Filed pursuant to Section 16(a) of the Public Utility Holding Company Act of 1935 or Section       1935 or Section       0.5         See Instruction 1(b).       30(h) of the Investment Company Act of 1940       1940       1940       1940         (Print or Type Responses)       2. Issuer Name and Ticker or Trading Super International, Inc. [ICFI]       5. Relationship of Reporting Person(s) to Issuer       Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction       (Check all applicable)
Form 4 or       response       0.5         Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 10(b).       0 of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Investment Company Act of 1940       1000000000000000000000000000000000000
obligations may continue. See Instruction 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940         (Print or Type Responses)       30(h) of the Investment Company Act of 1940         1. Name and Address of Reporting Person * Auen Eileen O'Shea       2. Issuer Name and 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)
may continue.       Section 17(a) of the Public Outlity Holding Company Act of 1935 of Section 1955 of
See Instruction       30(h) of the Investment Company Act of 1940         1(b).       (Print or Type Responses)         1. Name and Address of Reporting Person *       2. Issuer Name and Ticker or Trading Symbol         Auen Eileen O'Shea       2. Issuer Name and Ticker or Trading Symbol         ICF International, Inc. [ICFI]       (Check all applicable)         (Last)       (First)         (Middle)       3. Date of Earliest Transaction
(Print or Type Responses)       1. Name and Address of Reporting Person *       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction       5. Relationship of Reporting Person(s) to Issuer
1. Name and Address of Reporting Person <sup>*</sup> 2. Issuer Name and Ticker or Trading       5. Relationship of Reporting Person(s) to         Auen Eileen O'Shea       Symbol       ICF International, Inc. [ICFI]       5. Relationship of Reporting Person(s) to         (Last)       (First)       (Middle)       3. Date of Earliest Transaction       5. Relationship of Reporting Person(s) to
1. Name and Address of Reporting Person <sup>*</sup> 2. Issuer Name and Ticker or Trading       5. Relationship of Reporting Person(s) to         Auen Eileen O'Shea       Symbol       ICF International, Inc. [ICFI]       5. Relationship of Reporting Person(s) to         (Last)       (First)       (Middle)       3. Date of Earliest Transaction       5. Relationship of Reporting Person(s) to
Auen Eileen O'Shea     Symbol     Issuer       (Last)     (First)     (Middle)     3. Date of Earliest Transaction     (Check all applicable)
Auen Eileen O'Shea     Symbol     Issuer       (Last)     (First)     (Middle)     3. Date of Earliest Transaction     (Check all applicable)
(Last) (First) (Middle) 3. Date of Earliest Transaction (Check all applicable)
(Last) (First) (Middle) 3. Date of Earliest Transaction (Check all applicable)
ICF INTERNATIONAL, INC., 9300 01/03/2012
LEE HIGHWAY below) below)
(Street)       4. If Amendment, Date Original       6. Individual or Joint/Group Filing(Check         Filed(Month/Day/Year)       Applicable Line)
Filed(Month/Day/Year) Applicable Line) _X_Form filed by One Reporting Person
FAIRFAX VA 22031 Form filed by More than One Reporting
r cisoli
(City) (State) (Zip) <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>
1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of
Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect
(Instr. 3)anyCodeDisposed of (D)Beneficially(D) orBeneficial(Month/Day/Year)(Instr. 8)(Instr. 3, 4 and 5)OwnedIndirect (I)Ownership
Following (Instr. 4) (Instr. 4)
(A) Reported
ITalisaction(s)
Code V Amount (D) Price (Instr. 3 and 4)
Common 22,097 D
Stock
Common 01/02/2012
Common $01/03/2012$ A $420 (1)$ A     \$ 0 $22,517$ 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.

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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 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address									
i o	Director	10% Owner	Officer	Other					
Auen Eileen O'Shea ICF INTERNATIONAL, INC. 9300 LEE HIGHWAY FAIRFAX, VA 22031	Х								
Signatures									
/s/ James J. Maiwurm, Attorney-in-fact		01/04/20							
**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) 420 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.