Edgar Filing: Wasson John - Form 4

Wasson John Form 4 April 05, 20								
FORM	1 4						PPROVAL	
	UNITED		URITIES AND EX ashington, D.C. 20		COMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to STATEMENT OF CHANC			NGES IN BENEFICIAL OWNERSHIP OF SECURITIES				Expires: January 31, 2005 Estimated average burden hours per	
Form 4 o	r					response		
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 30(h) of the Investment Company Act of 1940								
(Print or Type I	Responses)							
1. Name and Address of Reporting Person <u>*</u> Wasson John			uer Name and Ticker of I Iternational, Inc. [I	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (M	fiddle) 3. Date	of Earliest Transaction		(Clied	k all applicable	5)	
ICF INTERNATIONAL, INC., 9300 LEE HIGHWAY			/Day/Year) /2011	Director 10% Owner XOfficer (give title Other (specify below) below) President and COO				
			nendment, Date Origina Ionth/Day/Year)	al	6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person			
FAIRFAX,	VA 22031				Form filed by M Person	More than One Re	eporting	
(City)	(State)	(Zip) Ta	ble I - Non-Derivative	Securities A	cquired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, any		ed (A) or ed of (D) 3, 4 and 5) (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock						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)

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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. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day,	ate	7. Title and A Underlying S (Instr. 3 and	Securit
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Restricted Stock Units	<u>(1)</u>	04/01/2011		А	12,402	(2)	(2)	Common Stock	12,4
Non-Qualified Stock Option	\$ 21.77	04/01/2011		А	29,412	<u>(3)</u>	04/01/2021	Common Stock	29,4

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Wasson John ICF INTERNATIONAL, INC. 9300 LEE HIGHWAY FAIRFAX, VA 22031			President and COO		
Signatures					
/s/ James I. Maiwurm					

757 Jailles J. Walwulli,	04/05/2011		
Attorney-in-fact	04/03/2011		
**Signature of Reporting Person	Date		

**Signature of Reporting Person

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) Each restricted stock unit is the economic equivalent of one share of ICF International, Inc.'s Common Stock.
- These acquired restricted stock units were granted pursuant to the 2010 Omnibus Incentive Plan. These restricted stock units vest over a (2) period of 4 years at 25% per year beginning one year from the date of grant.
- This option award was granted pursuant to the 2010 Omnibus Incentive Plan. The option award will vest over a period of 3 years at 33 (3) 1/3% per year beginning one year from 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.