

ICF International, Inc.
Form 4
March 03, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 Responses)

1. Name and Address of Reporting Person *
Reiff Isabel S.

(Last) (First) (Middle)
9300 LEE HIGHWAY
(Street)

FAIRFAX, VA 22031

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ICF International, Inc. [ICFI]

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/27/2014 | | M | | 6,588 | A | \$ 21.77 |
| Common Stock | 02/27/2014 | | S ⁽¹⁾ | | 6,588 | D | \$ 38 |
| Common Stock | 02/27/2014 | | M | | 6,487 | A | \$ 24.84 |
| Common Stock | 02/27/2014 | | S ⁽¹⁾ | | 6,487 | D | \$ 40 |
| Common Stock | 02/27/2014 | | M | | 3,180 | A | \$ 25.66 |
| | | | | | | | 7,091 |
| | | | | | | | 503 |
| | | | | | | | 6,990 |
| | | | | | | | 503 |
| | | | | | | | 3,683 |

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| | | | | | | | | | |
|--------------|------------|--|--------------|-------|---|-------|-----|--|---|
| Common Stock | 02/27/2014 | | <u>S</u> (1) | 3,180 | D | \$ 40 | 503 | | D |
| Common Stock | | | | | | | 503 | | D |

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

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(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 21.77 | 02/27/2014 | | M | 6,588 | <u>(2)</u> 04/01/2021 | Common Stock | 6,588 | |
| Stock Options (Right to Buy) | \$ 24.84 | 02/27/2014 | | M | 6,487 | <u>(3)</u> 03/31/2020 | Common Stock | 6,487 | |
| Stock Options (Right to Buy) | \$ 25.66 | 02/27/2014 | | M | 3,180 | 03/19/2013 03/19/2022 | Common Stock | 3,180 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| Reiff Isabel S. 9300 LEE HIGHWAY FAIRFAX, VA 22031 | Executive Vice President |

Signatures

/s/ James J. Maiwurm,
Attorney-in-fact

03/03/2014

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 6, 2013, and amended on December 9, 2013.
 - (2) The option has vested in two equal installments to date, on April 1, 2012 and 2013.
 - (3) The option vested in three installments on March 31, 2011, 2012 and 2013.

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