Edgar Filing: Auen Eileen O'Shea - Form 4

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Auen Eileen	O'Shea											
Form 4												
October 02,	2012											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										OMB APPROVAL		
CUNIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287			
Check th				U .					Expires:	January 31,		
subject to statement of changes in BENEFICIAL OWNERS								NERSHIP OF		2005		
	Section 16. SECURITIES								Estimated a burden hou	~		
Form 4 o	or								response	•		
Form 5	Filed	pursuant to	Section 16	6(a) of the	e Securiti	es Ez	kchang	ge Act of 1934,				
obligatio may cont		17(a) of the	Public Ut	ility Hold	ing Com	pany	Act o	of 1935 or Section	on			
See Instr		30(h)	of the Inv	vestment (Company	y Act	of 19	40				
1(b).												
	.											
(Print or Type I	Responses)											
1 News and Address of Denseties Denset *									f Reporting Per	son(s) to		
				er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
Symbol												
<i>a</i> .			ICF International, Inc. [ICFI]					(Check all applicable)				
				te of Earliest Transaction				X Director 10% Owner				
(Month/D ICF INTERNATIONAL, INC., 9300 10/01/2(-				Officer (give title Other (specify				
LEE HIGHWAY				.012				below) below)				
			4 If Amo	admant Dat	o Original			6 Individual on I	aint/Crown Fili	a c (Ch - sla		
				nendment, Date Original				6. Individual or Joint/Group Filing(Check				
Filed(Month/Day/Year) Applicable Line) _X_ Form filed b						One Reporting Person						
FAIRFAX VA 22031 Form filed by More than One Reporting									eporting			
								Person				
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned		
1.Title of	2. Transaction	Date 2A. Dee	emed	3.	4. Securi			5. Amount of	6. Ownership	7. Nature of		
Security (Month/Day/Year) Execution D								Securities	Form: Direct	Indirect		
(Instr. 3) any (Month/D			CodeDisposed of (D)Day/Year)(Instr. 8)(Instr. 3, 4 and 5)					Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership		
		(infoliation	(Duj) I cui)	(111541: 0)	(1150.5,	i una	2)	Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported				
						or		Transaction(s) (Instr. 3 and 4)				
				Code V	Amount	(D)	Price	(Instr. 5 and 4)				
Common								28,682	D			
Stock												
Common	10/01/2012			А	530 <u>(1)</u>	٨	\$0	29,212	D			
Stock	10/01/2012			A	<u>550 (-)</u>	A	φU	29,212	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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	rlying	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								
	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		10/02/20						
**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) 530 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.