JACKS JOEL R Form 4 January 06, 2009

## FORM 4

### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

2005

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires:

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

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JACKS JOEL R			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			ICF International, Inc. [ICFI]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	_X_ Director _X_ 10% Owner			
9300 LEE HIGHWAY			01/02/2009	Officer (give title below) Other (spe			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
FAIRFAX,	VA 22031		Filed(Month/Day/Year)	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 Ac	auired. Disposed of, or Beneficially Owner			

	Table 1-1von-Derivative Securities Acquired, Disposed of, of Deficientially Owned								
1.Title of	2. Transaction Date		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)		any	Code	Code Disposed of (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
				(4)		Reported			
				(A)		Transaction(s)			
			G 1 17	or	ъ.	(Instr. 3 and 4)			
			Code V	Amount (D)	Price				
Common								See	
Common						5,786,891	I	Footnote	
Stock						-,,		(1)	
								<u>~</u>	
Common									
Stock						49,243	D		
Stock									
Common									
	01/02/2009		A	501 (2) A	\$ 0	49,744	D		
Stock									

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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#### number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Name la sur		
						Exercisable	Date		Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)			,	Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>rg</b>	Director	10% Owner	Officer	Other			
JACKS JOEL R							
9300 LEE HIGHWAY	X	X					
FAIRFAX, VA 22031							

## **Signatures**

Judith B. Kassel 01/06/2009

\*\*Signature of Person Date

\*\*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).
- Joel R. Jacks is a managing member of CMLS General Partner, LLC LPE II, LLC and LPE II Co-Investors, LLC, which serve as the general partners of entities that serve as the general partner of entities that own shares of Issuer's common stock. Joel R. Jacks disclaims beneficial ownership of the shares of the Issuer's common stock beneficially owned by each of CMLS General Partner, LLC, LPE II, LLC and LPE II Co-Investors, LLC except to his proportionate pecuniary interest therein.
- (2) 501 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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