

Murray Sandra  
Form 3  
May 12, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Murray Sandra		(Month/Day/Year)	ICF International, Inc. [ICFI]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		05/11/2011		
9300 LEE HIGHWAY			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
FAIRFAX, VA			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)	
			Interim CFO	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,594	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title	Amount or Number of		

## Edgar Filing: Murray Sandra - Form 3

				Shares		(I) (Instr. 5)	
Non-Qualified Stock Options	Â (1)	Â (1)	Common Stock	5,468	\$ 24.84	D	Â
Non-Qualified Stock Options	Â (2)	Â (2)	Common Stock	5,174	\$ 21.77	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	8,000	\$ (4)	D	Â
Restricted Stock Units	Â (5)	Â (5)	Common Stock	1,781	\$ (4)	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Stock	2,181	\$ (4)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murray Sandra 9300 LEE HIGHWAY FAIRFAX, VA 22031	Â	Â	Â Interim CFO	Â

## Signatures

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

05/12/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 5,468 options were awarded on March 31, 2010 pursuant to the 2006 Long-Term Equity Incentive Plan. The option award will vest over a period of 3 years at 33 1/3% per year beginning one year from the date of grant. 1,823 shares vested on March 31, 2011.
  - (2) 5,174 options were awarded on April 1, 2011 pursuant to the 2010 Omnibus Incentive Plan. The option award will vest over a period of 3 years at 33 1/3% per year beginning one year from the date of grant.
  - (3) 10,000 restricted stock units were granted on August 11, 2009 pursuant to the 2006 Long-Term Equity Incentive Plan. These restricted stock units vest over a period of 5 years at 20% per year beginning one year from the date of grant. 2,000 shares vested on August 11, 2010.
  - (4) Each restricted stock unit is the economic equivalent of one share of ICF International, Inc. common stock.
  - (5) 2,375 restricted stock units were granted on March 31, 2010 pursuant to the 2006 Long-Term Equity Incentive Plan. These restricted stock units vest over a period of 4 years at 25% per year beginning one year from the date of grant. 594 shares vested on March 31, 2011.
  - (6) 2,181 restricted stock units were granted on April 1, 2011 pursuant to the 2010 Omnibus Incentive Plan. These restricted stock units vest over a period of 4 years at 25% 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.