ICF International, Inc. Form 4/A October 05, 2015

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * SCHULTE PETER M			2. Issuer Name <b>and</b> Ticker or Trading Symbol ICF International, Inc. [ICFI]					5. Relationship of Reporting Person(s) to Issuer			
(Last)		3. Date of Earliest Transaction						(Check all applicable)			
(Lust)	(First)	(Middle)	(Month/D			ansaction			_X_ Director	10%	Owner
9300 LEE HIGHWAY			09/30/2015						Officer (give below)	titleOther	er (specify
	4. If Ame	4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check			
	Filed(Month/Day/Year) 10/02/2015						Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
FAIRFAX,	VA 22031								Person	nore than one re	porting
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Day (Month/Day/Yea	r) Executi any	emed on Date, if /Day/Year)	3. Transa Code (Instr.		4. Securit n(A) or Di (Instr. 3,	spose	d of (D)	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	09/30/2015			A		493 (1)	A	\$ 30.39	238,982	D	
Common Stock									238,489	D	

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 number.

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

#### Edgar Filing: ICF International, Inc. - Form 4/A

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>F-</b>	Director	10% Owner	Officer	Other			
SCHULTE PETER M							
9300 LEE HIGHWAY	X						
FAIRFAX, VA 22031							

### **Signatures**

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

\*\*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).

Because of a clerical error, Mr. Schulte's most recent Form 4 (filed October 2, 2015) incorrectly stated that he received 987 shares of restricted stock in lieu of his third quarter annual cash retainer payment for serving as a member of the Board of Directors of ICF International, Inc. Mr. Schulte actually elected to receive only a portion of his retainer payment in the form of restricted stock, and as such, this amended form accurately reflects that Mr. Schulte received 493 shares of restricted stock.

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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