JACKS JOEL R

Form 4

November 21, 2008

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

OMB Number:

3235-0287

0.5

Check this box if no longer

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

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OMB APPROVAL

Form 4 or Form 5 obligations

may continue. See Instruction

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)

1. Name and Address of Reporting Person * JACKS JOEL R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(First)

(Street)

(State)

(Middle)

(Zip)

ICF International, Inc. [ICFI]

(Check all applicable)

9300 LEE HIGHWAY

3. Date of Earliest Transaction

(Month/Day/Year) 11/19/2008

X_ Director Officer (give title X__ 10% Owner _ Other (specify

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ 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

below)

FAIRFAX, VA 22031

(City)

							1	, F ,	,	.5
1.Title Securit (Instr. 1	У	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities approximately 4. Securities approximately 2. (Instr. 3, 4 and 2.)	of (D) d 5) (A) or		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 Indirect Beneficial Ownership (Instr. 4)
Comr		11/19/2008		Code V	Amount 1,446,722	(D)	Price	5,786,891	I	See footnote (1)
Comr								18,812	D	
Comr		11/19/2008		J	30,431	A	\$0	49,243	D (2)	

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

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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 Namel		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)			,	Shares		

Reporting Owners

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

Signatures

/s/ Joel R. Jacks 11/21/2008

**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, L.L.C., 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 ("CMEP Partnerships").
- (1) This number reflects such CMEP Partnerships' distribution of a total of 1,446,722 shares of common stock to its limited partners. Mr. Jacks disclaims beneficial ownership of the shares of the Issuer's common stock beneficially owned by each of CMLS General Partner, L.L.C., LPE II, LLC and LPE II Co-Investors, LLC except to his proportionate pecuniary interest therein.
- (2) Represents pro rata distributions of common stock from CM Equity Partners, L.P. of 21,624 shares; 3,065 shares from CMEP Co-Investment ICF, L.P.; 793 shares from CM Equity Partners II, L.P. and 4,949 shares from CM Equity Partners II Co-Investors, L.P.

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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