

ICF International, Inc.
Form 4
October 02, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
CM Equity Partners, L.P.

2. Issuer Name and Ticker or Trading Symbol
ICF International, Inc. [ICFI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
900 THIRD AVENUE, 33RD FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/28/2006

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Member of Group 10% Owner

NEW YORK, NY 10022-4775

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/28/2006		S		363,758	D	\$ 12 2,636,242 ⁽¹⁾
Common Stock	09/28/2006		S		432,107	D	\$ 12 3,131,586 ⁽²⁾
Common Stock	09/28/2006		S		184,843	D	\$ 12 1,339,603 ⁽³⁾
Common Stock	09/28/2006		S		17,411	D	\$ 12 126,182 ⁽⁴⁾
Common Stock	09/28/2006		S		795,865	D	\$ 12 5,767,828 ⁽⁵⁾

See Footnote (5)

Common Stock	09/28/2006	S	795,865	D	\$ 12	5,767,828 <u>(6)</u>	I	See Footnote <u>(6)</u>
Common Stock	09/28/2006	S	17,411	D	\$ 12	126,182 <u>(7)</u>	I	See Footnote <u>(7)</u>
Common Stock	09/28/2006	S	184,843	D	\$ 12	1,339,603 <u>(8)</u>	I	See Footnote <u>(8)</u>
Common Stock	09/28/2006	S	184,843	D	\$ 12	1,339,603 <u>(9)</u>	I	See Footnote <u>(9)</u>

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CM Equity Partners, L.P. 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775		X		Member of Group 10% Owner
CMEP Co-Investment ICF, L.P. 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775		X		Member of Group 10% Owner

CM Equity Partners II Co-Investors, L.P. 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775		Member of Group 10% Owner
LPE II, LLC 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775	X	Member of Group 10% Owner
Lynx II GP, L.P. 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775	X	Member of Group 10% Owner
LPE II Co-Investors, LLC 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775		Member of Group 10% Owner
CM Equity Partners II, L.P. 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775	X	Member of Group 10% Owner
CMLS GP, L.P. 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775	X	Member of Group 10% Owner
CMLS General Partner, LLC 900 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022-4775	X	Member of Group 10% Owner

Signatures

/s/ James J. Maiwurm, Attorney-in-Fact for CM Equity Partners, L.P.	10/02/2006
__Signature of Reporting Person	Date
/s/ James J. Maiwurm, Attorney-in-Fact for CMEP Co-Investment ICF, L.P.	10/02/2006
__Signature of Reporting Person	Date
/s/ James J. Maiwurm, Attorney-in-Fact for CM Equity Partners II, L.P.	10/02/2006
__Signature of Reporting Person	Date
/s/ James J. Maiwurm, Attorney-in-Fact for CM Equity Partners II Co-Investors, L.P.	10/02/2006
__Signature of Reporting Person	Date
/s/ James J. Maiwurm, Attorney-in-Fact for CMLS GP, L.P.	10/02/2006
__Signature of Reporting Person	Date
/s/ James J. Maiwurm, Attorney-in-Fact for CMLS General Partner, LLC	10/02/2006
__Signature of Reporting Person	Date
/s/ James J. Maiwurm, Attorney-in-Fact for LPE II Co-Investors, LLC	10/02/2006
__Signature of Reporting Person	Date
/s/ James J. Maiwurm, Attorney-in-Fact for Lynx II GP, L.P.	10/02/2006
__Signature of Reporting Person	Date
/s/ James J. Maiwurm, Attorney-in-Fact for LPE II, LLC	10/02/2006
__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) These shares represent the remaining shares owned directly by CM Equity Partners, L.P., which sold 363,758 shares in Issuer's initial public offering.
- (2) These shares represent the remaining shares owned directly by CMEP Co-Investment ICF, L.P., which sold 432,107 shares in Issuer's initial public offering.
- (3) These shares represent the remaining shares owned directly by CM Equity Partners II, L.P., which sold 184,843 shares in Issuer's initial public offering.
- (4) These shares represent the remaining shares owned directly by CM Equity Partners II Co-Investors, L.P., which sold 17,411 shares in Issuer's initial public offering.
- (5) These shares represent the remaining shares indirectly owned by CMLS GP, L.P., which is the general partner of CM Equity Partners, L.P. and CMEP Co-Investment ICF, L.P.
- (6) These shares represent the remaining shares indirectly owned by CMLS General Partner, LLC, which is the general partner of CMLS GP, L.P.
- (7) These shares represent the remaining shares indirectly owned by LPE II Co-Investors, LLC, which is the general partner of CM Equity Partners II Co-Investors, L.P.
- (8) These shares represent the remaining shares indirectly owned by Lynx II GP, L.P., which is the general partner of CM Equity Partners II, L.P.
- (9) These shares represent the remaining shares indirectly owned by LPE II, LLC, which is the general partner of Lynx II GP, 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.

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