Hill International, Inc. Form 4 November 13, 2014

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

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

**OMB APPROVAL** OMB

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Form filed by More than One Reporting

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

See Instruction 1(b).

(First)

(Street)

(State)

(Middle)

(Zip)

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Richter Irvin E Issuer Symbol

> Hill International, Inc. [HIL] (Check all applicable)

3. Date of Earliest Transaction (Month/Day/Year) X Director X\_\_ 10% Owner X\_ Officer (give title Other (specify C/O HILL INTERNATIONAL, 11/11/2014 below) INC., 303 LIPPINCOTT CENTRE

CHAIRMAN AND CEO

Person

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

MARLTON, NJ 08053

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Direct (D) Ownership (Instr. 8) Owned

Following or Indirect Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price

Common 11/11/2014 S 1,428,481 D <u>(1)</u> 5,198,445 (2) 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 number.

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

(Instr. 4)

### Edgar Filing: Hill International, Inc. - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(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		
						Date	Expiration	·	or		
						Exercisable	Date	Title Number	Number		
				G 1 W	(A) (B)				of		
				Code V	(A) $(D)$				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
copyring ( ) mor i mane, i mane	Director	10% Owner	Officer	Other				
Richter Irvin E C/O HILL INTERNATIONAL, INC. 303 LIPPINCOTT CENTRE MARLTON, NJ 08053	X	X	CHAIRMAN AND CEO					

# **Signatures**

/s/ Irvin E.
Richter

\*\*Signature of Reporting Person

11/13/2014

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) The shares were transferred pursuant to a settlement agreement in exchange for the release of a liability in the aggregate amount of \$3,224,054.
- (2) Does not include 32,636 shares held in the Issuer's 401(k) Plan for the benefit of the reporting person.

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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