Hill International, Inc. Form 4 March 10, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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response... 0.5

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

obligations

1(b).

(Last)

(City)

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * Richter David L

(Middle)

(Zip)

C/O HILL INTERNATIONAL, INC., 2005 MARKET ST, 17TH **FLOOR**

(Street)

(State)

(First)

2. Issuer Name and Ticker or Trading Symbol

Hill International, Inc. [HIL]

(Month/Day/Year)

3. Date of Earliest Transaction 03/09/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

10% Owner _X__ Director X_ Officer (give title Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PHILADELPHIA, PA 19103

(City)	(State)	Tabl	e I - Non-D	erivative Se	ecuriti	es Acqu	ured, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/09/2016		M	150,000	A	\$ 2.45	3,846,221	D	
Common Stock	03/09/2016		F	113,777	D	\$ 3.23	3,732,444	D	
Common Stock							51,928	I	In Issuer's 401(k) Plan

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Nu	ımber of	6. Date Exercis	sable and	7. Title and A	mount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	sactionDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acqu	ired (A) or				
	Derivative				Dispo	osed of (D)				
	Security				(Instr	: 3, 4, and				
					5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
				Code v	(A)	(D)				Shares
Stock Option (Right to	\$ 2.45	03/09/2016		M		150,000	03/09/2010	03/09/2016	Common Stock	150,000
	Derivative Security (Instr. 3) Stock Option	Derivative Security or Exercise (Instr. 3) Price of Derivative Security Stock Option \$2.45	Derivative Conversion (Month/Day/Year) Security or Exercise (Instr. 3) Price of Derivative Security Stock Option \$2.45 03/09/2016	Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any (Month/Day/Year) Price of Derivative Security Stock Option \$ 2.45	Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any Code (Instr. 3) Price of Derivative Security Code V Stock Option \$2.45 03/09/2016 Execution Date, if Transactic any Code (Month/Day/Year) (Month/Day/Year) Code V	Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any Code Security (Instr. 3) Price of Derivative Security (Instr. 5) Code V (A) Stock Option \$ 2.45 03/09/2016	Derivative Security or Exercise (Instr. 3) Price of Derivative Security Security Security Or Exercise (Month/Day/Year) Derivative Security Price of Derivative Security Security Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Stock Option \$ 2.45	Derivative Conversion (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Y ear) Disposed of (D) (Instr. 3) Price of Derivative Security Security Derivative Security Derivative Security Month/Day/Year) Expiration Date (Month/Day/Year) (Month/Day/Year) Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable Code V (A) (D) Stock Option \$ 2.45	Derivative Conversion (Month/Day/Year) Execution Date, if any Code Securities (Month/Day/Year) Expiration Date (Month/Day/Year) Expiration Date (Month/Day/Year) Expiration Date (Month/Day/Year) Price of Derivative Security Derivative Security Disposed of (D) (Instr. 3, 4, and 5) Date Expiration Date (Month/Day/Year) Code V (A) (D) Stock Option \$ 2.45	Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise (Instr. 3) Price of Derivative Security Security (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Date (Instr. 3 and 4) Code V (A) (D) Stock Option \$2.45 03/09/2016 M. 150.000 03/09/2010 03/09/2016 Common

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 5	Director	10% Owner	Officer	Other			
Richter David L							
C/O HILL INTERNATIONAL, INC. 2005 MARKET ST, 17TH FLOOR	X		President and CEO				
PHILADELPHIA PA 19103							

Signatures

Reporting Person

Buy)

/s/ David L.
Richter

**Signature of 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).

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Reporting Owners 2