Richter Irvin E Form 4 April 14, 2009

## FORM 4

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

Check this box

### 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

1(b).

(Last)

(City)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \* Richter Irvin E

> (First) (Middle)

C/O HILL INTERNATIONAL.

INC., 303 LIPPINCOTT CENTRE

(Street)

(State)

08/21/2007

MARLTON, NJ 08053

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Hill International, Inc. [HIL]

3. Date of Earliest Transaction (Month/Day/Year) 08/21/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Code V

D

**OMB APPROVAL** 

**OMB** Number:

3235-0287

January 31, Expires: 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_X\_\_ Director X 10% Owner \_ Other (specify X\_ Officer (give title below)

Chairman and Chief Executive

6. Individual or Joint/Group Filing(Check 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

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

Amount

37,046

(1)

4. Securities Acquired 5. Amount of

Price

\$0

(A)

(D)

D

Securities Beneficially Owned Following Reported

(D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

 $8,195,259 \stackrel{(2)}{=}$  $D^{(3)}$ 

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: Richter Irvin E - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisab	le and	7. Title and	Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date		Underlying Securitie	
Security	or Exercise		any	Code	Securities	(Month/Day/Year	.)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and				
	·				5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
common stock purchase	\$ 2.69	03/09/2009		A	200,000	03/09/2010(4)	03/08/2016	common stock	200,0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
interpolating of the control of the	Director	10% Owner	Officer	Other		
Richter Irvin E C/O HILL INTERNATIONAL, INC. 303 LIPPINCOTT CENTRE MARLTON, NJ 08053	X	X	Chairman and Chief Executive			

## **Signatures**

option

/s/ Irvin E. 04/14/2009 Richter

\*\*Signature of 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).
- These shares were included among a block of the Issuer's common stock issued to the reporting person, but placed in escrow to fund the reporting person's indemnification obligations in connection with the closing of the Agreement and Plan of Merger by and Among Arpeggio Acquisition Corporation, Hill International, Inc. and the Stockholders of Hill International Inc. dated as of December 5, 2005, as amended. On August 21, 2007, these shares were forfeited by the reporting person pursuant to such indemnification provisions.
- (2) Includes 7,576 shares held in the Issuer's 401(k) Plan for the benefit of the reporting person.
- (3) Does not include 300,000 shares held by the reporting person's spouse which the reporting person is deemed to indirectly own notwithstanding his disclaimer of beneficial ownership thereof.
- (4) The shares issuable pursuant to this option shall vest ratably on March 9 of each of 2010, 2011, 2012 and 2013.
- (5) Option granted pursuant to the Issuer's 2006 Stock Option Plan.

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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