

Richter Irvin E
Form 4
April 14, 2009

FORM 4

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

OMB APPROVAL

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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 *
Richter Irvin E

(Last) (First) (Middle)

C/O HILL INTERNATIONAL,
INC., 303 LIPPINCOTT CENTRE

(Street)

MARLTON, NJ 08053

(City) (State) (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)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and Chief Executive

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 08/21/2007 | | D | (A) or (D) Price | 37,046 (1) \$ 0 | D (2) | D (3) |

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)

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| 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 | 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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|---------------------|---|--|---|--------------|---------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| common stock purchase option | \$ 2.69 | 03/09/2009 | | A | 200,000 | 03/09/2010 ⁽⁴⁾ | 03/08/2016 | common stock | 200,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | 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

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

**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 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.