Hill International, Inc. Form 4

FORM 4

June 03, 2015

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * Fellheimer Alan S

(First)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last)

(City)

Hill International, Inc. [HIL]

(Check all applicable)

C/O HILL INTERNATIONAL, INC., 2005 MARKET ST, 17TH 3. Date of Earliest Transaction (Month/Day/Year)

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

FLOOR

(Street) 4. If Amendment, Date Original

05/26/2015

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

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

PHILADELPHIA, PA 19103

(State)

	Tuble I Holl	Delliative	,ccui i	nes rreq	un eu, Disposeu o	i, or Demendin	ij O micu
nsaction Date 2A. Deer	med 3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
h/Day/Year) Execution	n Date, if Transact	ion(A) or Di	sposed	of (D)	Securities	Form: Direct	Indirect
any	Code	(Instr. 3,	and 5	5)	Beneficially	(D) or	Beneficial
(Month/l	Day/Year) (Instr. 8)				Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
					Reported		
					Transaction(s)		
	G 1 1	7 4 .		ъ.	(Instr. 3 and 4)		
	Code V	Amount	(D)				
5/2015	М	21 217	٨	\$	8/1/51/1	D	
012013	171	21,217	А	4.25	04,514	D	
5/2015	E	17.078	D	\$	67.436	D	
012013	I'	17,076	ט	5.28	07,430	D	
	h/Day/Year) Execution any	nsaction Date 2A. Deemed 3. h/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	nsaction Date h/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code (Instr. 3, 4) Code V Amount M 21,217	nsaction Date h/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Code V Amount (D) M 21,217 A	nsaction Date h/Day/Year) 2A. Deemed 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Month/Day/Year) (A) or Code V Amount (D) Price M 21,217 A \$ 4.25	nsaction Date h/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) A Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 8) Code V Amount (D) Price M 21,217 A \$4.25	h/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) Transaction(A) or Disposed of (D) any (Month/Day/Year) (Instr. 8) Beneficially (D) or Owned Indirect (I) Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Market State S

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 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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	Expiration Da (Month/Day/Y	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 4.25	05/26/2015		M	21,21	7 06/04/2010	06/03/2015	Common Stock	21,217	

Reporting Owners

Reporting Owner Name / Address	Relationships				
-	Director	10% Owner	Officer	Other	
Fellheimer Alan S C/O HILL INTERNATIONAL, INC. 2005 MARKET ST, 17TH FLOOR PHILADELPHIA, PA 19103	X				

Signatures

/s/ Alan S.

Fellheimer 06/03/2015

**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).

Remarks:

This Form is being filed late due to the Issuer's failure to timely advise the reporting person that it had inadvertently omitted to

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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