Richter Irvin E Form 4 April 02, 2010

FORM 4

OMB APPROVAL OMB

Check this box if no longer subject to Section 16.

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

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

January 31, Expires: 2005 Estimated average

3235-0287

response...

Number:

burden hours per 0.5

Form 4 or 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 * Richter Irvin E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chairman and Chief Executive

Issuer

(Last) (First) Hill International, Inc. [HIL] 3. Date of Earliest Transaction

_X__ Director X 10% Owner

C/O HILL INTERNATIONAL,

(Month/Day/Year) 03/31/2010

X_ Officer (give title __Other (specify below)

INC., 303 LIPPINCOTT CENTRE

(Street)

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 Form filed by More than One Reporting

Person

MARLTON, NJ 08053

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(Middle)

Execution Date, if

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Ownership (I) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	str. 3) Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired (A) of Disposed of (E) (Instr. 3, 4, and 5)		of (D)	0)			
				Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Purchase Option (right to buy)	\$ 6.41	03/31/2010		A	320,000		<u>(1)</u>	03/31/2015	Common Stock	320,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
. 9	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

**Signature of Reporting Person

O4/02/2010

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 option vests in four equal annual installments beginning on March 31, 2011.

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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