

Richter Irvin E
Form 4
November 30, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading Symbol
Hill International, Inc. [HIL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
54 FRIES LANE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2017

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHERRY HILL, NJ 08003

(City) (State) (Zip)

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)
			Code	V	Amount		
Common Stock	08/11/2017		S		100,000	D	\$ 4.33 <u>(1)</u> 4,098,447
Common Stock	09/06/2017		S		10,000	D	\$ 4.8 4,088,447
Common Stock	09/13/2017		S		4,675	D	\$ 4.8 4,083,772
Common Stock	09/14/2017		S		16,625	D	\$ 4.81 <u>(2)</u> 4,067,147
Common	09/15/2017		S		28,195	D	\$ 4,038,952

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Stock						4.87 <u>(3)</u>			
Common Stock	09/20/2017		S	26,884	D	\$ 4.9	4,012,068	D	
Common Stock	09/21/2017		S	2,503	D	\$ 4.9	4,009,565	D	
Common Stock							7,448 <u>(4)</u>	I	By 401(k) Plan

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

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(9-02)

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. Transaction Code (Instr. 8)	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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Richter Irvin E 54 FRIES LANE CHERRY HILL, NJ 08003		X		

Signatures

/s/ Irvin E.
Richter 11/30/2017

 **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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging in price from \$4.29 to \$4.40. The reporting person undertakes to provide to Hill International, Inc., any security holder of Hill International, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging in price from \$4.80 to \$4.90. The reporting person undertakes to provide to Hill International, Inc., any security holder of Hill International, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions ranging in price from \$4.85 to \$4.90. The reporting person undertakes to provide to Hill International, Inc., any security holder of Hill International, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

(4) Reflects shares of the Company's common stock held under the Company's 401(k) plan; the information on this line is based on information received from the plan administrator as of November 16, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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