

Hill International, Inc.
Form 3
February 13, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â AL RAIS MOHAMMED
(Last) (First) (Middle)

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

(Street)

MARLTON,Â NJÂ 08053

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/27/2015

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
REG PRES (MID EAST) PRJ
MGMT G

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

COMMON STOCK

3,000

D Â

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	01/22/2022	Common Stock	50,000	\$ 4.03	D	Â
Stock Option (Right to Buy)	Â (2)	03/10/2021	Common Stock	50,000	\$ 4.95	D	Â
Stock Option (Right to Buy)	Â (3)	01/21/2020	Common Stock	40,000	\$ 3.67	D	Â
Stock Option (Right to Buy)	Â (4)	03/09/2016	Common Stock	25,000	\$ 2.45	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
AL RAIS MOHAMMED C/O HILL INTERNATIONAL, INC. 303 LIPPINCOTT CENTRE MARLTON,Â NJÂ 08053	Â	Â	Â REG PRES (MID EAST) PRJ MGMT G	Â	

Signatures

/s/ William Dengler,
Attorney-In-Fact

02/13/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This option vests in five equal annual installments beginning on January 27, 2016.
- (2) This option vests in five equal annual installments beginning on March 10, 2015.
- (3) This option vests in five equal annual installments beginning on January 21, 2014.
- (4) This option vests in five equal annual installments beginning on March 9, 2010.

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Remarks:

ThisÂ FormÂ isÂ beingÂ filedÂ lateÂ dueÂ toÂ theÂ Issuer'sÂ failureÂ toÂ timelyÂ toÂ adviseÂ theÂ reportingÂ personÂ

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.