

WILLIS LEASE FINANCE CORP
 Form 4
 May 15, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 *
WILLIS CHARLES F IV

2. Issuer Name and Ticker or Trading Symbol
WILLIS LEASE FINANCE CORP [wlfc]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 773 SAN MARIN DRIVE, SUITE 2215
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/30/2012

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

NOVATO, CA 94998

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

(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 (A) or (D) | | | |
| Common Stock | 04/30/2012 | 04/30/2012 | M | V | 3,539 (1) | A | \$ 5.01 | 724,487 | D |
| Common Stock | 04/30/2012 | 04/30/2012 | S | V | 3,539 (1) | D | \$ 12.9565 (2) | 720,948 | D |
| Common Stock | 05/01/2012 | 05/01/2012 | M | V | 3,447 (1) | A | \$ 5.01 | 724,395 | D |
| Common Stock | 05/01/2012 | 05/01/2012 | S | V | 3,447 (1) | D | \$ 13.0147 (3) | 720,948 | D |

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| | | | | | | | | | | |
|--------------|------------|------------|---|---|-----------------------------|---|-------------------------------------|-----------|---|---------------------|
| Common Stock | 05/02/2012 | 05/02/2012 | M | V | <u>1,233</u> ⁽¹⁾ | A | \$ 5.01 | 722,181 | D | |
| Common Stock | 05/02/2012 | 05/02/2012 | S | V | <u>1,233</u> ⁽¹⁾ | D | \$ <u>12.9693</u> ⁽⁴⁾ | 720,948 | D | |
| Common Stock | 05/03/2012 | 05/03/2012 | M | V | <u>4,668</u> ⁽¹⁾ | A | \$ 5.01 | 725,616 | D | |
| Common Stock | 05/03/2012 | 05/03/2012 | S | V | <u>4,668</u> ⁽¹⁾ | D | \$ <u>12.987</u> ⁽⁵⁾ | 720,948 | D | |
| Common Stock | 05/03/2012 | 05/03/2012 | S | V | 163 <u>(6)</u> | D | \$ <u>12.987</u> ⁽⁵⁾ | 720,785 | D | |
| Common Stock | | | | | | | | 2,196,447 | I | CFW Partners |
| Common Stock | | | | | | | | 4,489 | I | Son <u>(7)</u> |
| Common Stock | | | | | | | | 4,489 | I | Daughter <u>(8)</u> |

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

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SEC 1474
(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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-qualified Stock Option | \$ 5.01 | 04/30/2012 | 04/30/2012 | M V | 3,539 | 03/03/2007 03/03/2013 | Common Stock | 3,539 |
| Non-qualified Stock Option | \$ 5.01 | 05/01/2012 | 05/01/2012 | M V | 3,447 | 03/03/2007 03/03/2013 | Common Stock | 3,447 |

| | | | | | | | | | | |
|-------------------------------|---------|------------|------------|---|---|-------|------------|------------|-----------------|-----|
| Non-qualified Stock Option | \$ 5.01 | 05/02/2012 | 05/02/2012 | M | V | 1,233 | 03/03/2007 | 03/03/2013 | Common Stock | 1,2 |
| Non-qualified Stock Option | \$ 5.01 | 05/03/2012 | 05/03/2012 | M | V | 4,668 | 03/03/2007 | 03/03/2013 | Common Stock | 4,6 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WILLIS CHARLES F IV 773 SAN MARIN DRIVE SUITE 2215 NOVATO, CA 94998 | X | X | CEO | |

Signatures

Chalres F.
Willis IV

05/15/2012

**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) Shares acquired and sold pursuant to a 10b5-1 plan

This transaction was executed in multiple trades at prices ranging from \$12.90 to \$13.05. The price report above reflects the weighted

(2) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$12.91 to \$13.05. The price report above reflects the weighted

(3) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$12.915 to \$13.01. The price report above reflects the weighted

(4) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

This transaction was executed in multiple trades at prices ranging from \$12.90 to \$13.01. The price report above reflects the weighted

(5) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

(6) Shares sold pursuant to 10b5-1 transaction.

(7) Charles F. Willis V Trust

(8) JTWROS

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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