WILLIS LEASE FINANCE CORP

Form 4 June 03, 2013

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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January 31, 2005

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SECURITIES

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** NUNEMAKER DONALD A	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
	WILLIS LEASE FINANCE CORP [wlfc]	(Check all applicable)		
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% OwnerX_ Officer (give title Other (specify below)		
773 SAN MARIN DRIVE, SUITE 2215	05/30/2013	President		
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
	Filed(Month/Day/Year)	Applicable Line)		
NOVATO, CA 94998		_X_ 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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/30/2013	05/30/2013	Code V M	Amount 8,578 (1)		Price \$ 9.2	(Instr. 3 and 4) 147,208	D	
Common Stock	05/30/2013	05/30/2013	S	8,578 (1)	D	\$ 13.2442	138,630	D	
Common Stock	05/30/2013	05/30/2013	M	8,552 (1)	A	\$ 9.2	147,182	D	
Common Stock	05/30/2013	05/30/2013	S	8,552 (1)	D	\$ 13.19	138,630	D	

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. Transactic Code (Instr. 8)	5. Number ion Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	f Derivative Expiration Date ecurities (Month/Day/Year) Acquired A) or Disposed of D) Instr. 3, 4,		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share
Non-qualified Stock Option	\$ 9.2	05/30/2013	05/30/2013	M	3,130	08/05/2007	08/05/2015	Common Stock	3,13
Non-qualified stock option	\$ 9.2	05/30/2013	05/30/2013	M	5,448	08/05/2008	08/05/2015	Common Stock	5,44
Non-qualified Stock Option	\$ 9.2	05/30/2013	05/30/2013	M	1,552	08/05/2008	08/05/2015	Common Stock	1,55
Non-qualified Stock Option	\$ 9.2	05/30/2013	05/30/2013	M	7,000	08/05/2009	08/05/2015	Common Stock	7,00

Reporting Owners

Reporting Owner Name / Address		Relati	onships	
	ъ.	 100 0	O.CC.	

Director 10% Owner Officer Other

NUNEMAKER DONALD A 773 SAN MARIN DRIVE SUITE 2215 NOVATO, CA 94998

President

Signatures

Donald A.

Nunemaker 06/03/2013

**Signature of Reporting Person Date

Reporting Owners 2

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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 transaction

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