

WILLIS LEASE FINANCE CORP  
 Form 4  
 May 15, 2012

**FORM 4**

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

OMB APPROVAL

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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)

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

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

773 SAN MARIN DRIVE, SUITE 2215

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

NOVATO, CA 94998

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount or Price			
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	\$ 12.9693 (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	\$ 12.987 (5)	720,948	D	
Common Stock	05/03/2012	05/03/2012	S	V	163 <u>(6)</u>	D	\$ 12.987 (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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(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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