

HUNZIKER HANS JORG  
 Form 4  
 December 16, 2011

**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 \*  
**HUNZIKER HANS JORG**

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)  
**12/14/2011**

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

**NOVATO, CA 94998**

(City) (State) (Zip)

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

**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	12/14/2011	12/14/2011	M		604	A	\$ 8.7	9,477	D
Common Stock	12/14/2011	12/14/2011	S		604	D	\$ 11.1254	8,873	D
Common Stock	12/15/2011	12/15/2011	M		2,496	A	\$ 8.7	11,369	D
Common Stock	12/15/2011	12/15/2011	S		2,496	D	\$ 11.2498	8,873	D

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 (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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Option	\$ 8.7	12/14/2011	12/14/2011	M	50	05/25/2007	05/25/2016	Common Stock	50
Non-qualified Stock Option	\$ 8.7	12/14/2011	12/14/2011	M	554	05/25/2008	05/25/2016	Common Stock	554
Non-qualified Stock Option	\$ 8.7	12/15/2011	12/15/2011	M	696	05/25/2008	05/25/2016	Common Stock	696
Non-qualified Stock Option	\$ 8.7	12/15/2011	12/15/2011	M	1,250	05/25/2009	05/25/2016	Common Stock	1,250
Non-qualified Stock Option	\$ 8.7	12/15/2011	12/15/2011	M	550	05/25/2010	05/25/2016	Common Stock	550

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HUNZIKER HANS JORG 773 SAN MARIN DRIVE SUITE 2215 NOVATO, CA 94998	X			

## Signatures

Hans Joerg  
Hunziker 12/16/2011

\*\*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).

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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