Washington, D.C. 20549

WILLIS LEASE FINANCE CORP

Form 4

September 08, 2014

Check this box

if no longer

Section 16.

subject to

| FORM 4 | UNITED STATES SECURITIES AND EXCHANGE COMMISSION |
|--------|--|
| | |

OMB APPROVAL

OMB 3235-0287 Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading COON W WILLIAM JR Issuer Symbol WILLIS LEASE FINANCE CORP (Check all applicable) [wlfc] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) 773 SAN MARIN DRIVE, SUITE 09/05/2014 2215 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **NOVATO, CA 94998** (City) (State) (Zip)

| (City) | (State) | Tab | le I - Non-l | Derivative Securities A | Acquire | ed, Disposed of, | or Beneficially | y Owned |
|-----------------|---------------------|--------------------|--------------|-------------------------|----------|------------------|-----------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities Acquired | ed (A) 5 | 5. Amount of | 6. | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | omr Disposed of (D) | , | Securities | Ownership | Indirect |
| (Instr. 3) | | any | Code | (Instr. 3, 4 and 5) |] | Beneficially | Form: | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | (| Owned | Direct (D) | Ownership |
| | | | | |] | Following | or Indirect | (Instr. 4) |
| | | | | (A) |] | Reported | (I) | |
| | | | | (A) or | - | Transaction(s) | (Instr. 4) | |
| | | | Code V | | rice | (Instr. 3 and 4) | | |
| Common Stock | 09/05/2014 | 09/05/2014 | S | 1,049 D \$ 21.5 | 5115 | 6,302 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transacti Code (Instr. 8) | | | ate | 7. Title Amoun Under | int of lying ities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|---|---|---|---|---------------------------------------|-----------------------------------|---------------------|-----------------|----------------------------|--------------------------|--|---------------------------------|
| | Derivative Security | | | | Securities Acquired | | | (Instr. | 3 and 4) | | Owne Follo |
| | | | | | (A) or Disposed | | | | | | Repo Trans |
| | | | | | of (D) (Instr. 3, 4, and 5) | | | | | | (Instr |
| | | | | | 4, and 3) | | | | Amount | | |
| | | | | | | Date Exercisable | Expiration Date | Title | or Number of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| r g | Director | 10% Owner | Officer | Other | | |
| COON W WILLIAM JR 773 SAN MARIN DRIVE SUITE 2215 NOVATO, CA 94998 | X | | | | | |

Signatures

W. William Coon, Jr.

09/08/2014

**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. 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.

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