

NUNEMAKER DONALD A

Form 4

May 13, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
NUNEMAKER DONALD A

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/24/2013

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

(Street)
NOVATO, CA 94998

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
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. Transactionor 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	(A) or (D)	Price			
Common Stock	04/24/2013	04/24/2013	M	V	112	A	\$ 9.2	140,065	D	
Common Stock	04/24/2013	04/24/2013	S	V	112 ⁽¹⁾	D	\$ 14.1371	139,953	D	
Common Stock	05/03/2013	05/03/2013	M	V	716	A	\$ 9.2	140,669	D	
Common Stock	05/03/2013	05/03/2013	S	V	716 ⁽¹⁾	D	\$ 14.4957	139,953	D	
Common Stock	05/06/2013	05/06/2013	M	V	699	A	\$ 9.2	140,652	D	

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Common Stock 05/06/2013 05/06/2013 S V 699 ⁽¹⁾ D \$ 14.5155 139,953 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 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 Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Option	\$ 9.2	04/24/2013	04/24/2013	M	V	112		08/05/2006	08/05/2015	Common Stock	112
Non-qualified Stock Option	\$ 9.2	05/03/2013	05/03/2013	M	V	716		08/05/2006	08/05/2015	Common Stock	716
Non-qualified Stock Option	\$ 9.2	05/06/2013	05/06/2013	M	V	699		08/05/2006	08/05/2015	Common Stock	699

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NUNEMAKER DONALD A 773 SAN MARIN DRIVE SUITE 2215 NOVATO, CA 94998	President

Signatures

Donald A. Nunemaker 05/13/2013

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 sold pursuant to a 10b5-1 transaction

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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