#### WILLIS LEASE FINANCE CORP

Form 4

February 13, 2007

### FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

**OMB APPROVAL** 

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * NORD THOMAS C |                       |                   | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>WILLIS LEASE FINANCE CORP<br>[wlfc] | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)  |  |  |  |
|---|-----------------------|-------------------|--|--|--|--|--|
| (Last) 2320 MARIN                                       | (First)               | (Middle) Y 3RD FL | 3. Date of Earliest Transaction (Month/Day/Year) 01/31/2007                                  | Director 10% OwnerX_ Officer (give title Other (specify below) SVP, Secretary, Gen. Counsel  |  |  |  |
| SAUSALITO   | (Street)  O, CA 94965 | 5                 | 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 Acc  | quired, Disposed of, or Beneficially Owned   |  |  |  |

| (City)          | (State)             | (Zip) Tabl         | le I - Non-I | Derivative | Secui     | rities Acqu  | ired, Disposed of | , or Beneficiall | y Owned      |
|-----------------|---------------------|--------------------|--------------|------------|-----------|--------------|-------------------|------------------|--------------|
| 1.Title of      | 2. Transaction Date | 2A. Deemed         | 3.           | 4. Secur   | ties A    | cquired      | 5. Amount of      | 6.               | 7. Nature of |
| Security        | (Month/Day/Year)    | Execution Date, if | Transactio   | on(A) or D | ispose    | d of (D)     | Securities        | Ownership        | Indirect     |
| (Instr. 3)      |                     | any                | Code         | (Instr. 3, | 4 and     | 5)           | Beneficially      | Form: Direct     | Beneficial   |
|                 |                     | (Month/Day/Year)   | (Instr. 8)   |            |           |              | Owned             | (D) or           | Ownership    |
|                 |                     |                    |              |            |           |              | Following         | Indirect (I)     | (Instr. 4)   |
|                 |                     |                    | (4)          |            |           | Reported     | (Instr. 4)        |                  |              |
|                 |                     |                    |              |            | (A)       |              | Transaction(s)    |                  |              |
|                 |                     |                    | Code V       | Amount     | or<br>(D) | Price        | (Instr. 3 and 4)  |                  |              |
| Common<br>Stock | 01/31/2007(1)       | 01/31/2007         | A V          | 500        | A         | \$<br>7.6415 | 3,000             | D                |              |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

#### Edgar Filing: WILLIS LEASE FINANCE CORP - Form 4

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

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NORD THOMAS C 2320 MARINSHIP WAY 3RD FL SAUSALITO, CA 94965

SVP, Secretary, Gen. Counsel

### **Signatures**

Brian D. Hanson for Thomas C.
Nord
02/13/2007

\*\*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 pursuant to Employee's participation in the Company's ESPP program.

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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