WILLIS LEASE FINANCE CORP

Form 4/A

January 16, 2013

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**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

	S CHARLES F IV Symbo WILL		Symbol	ILLIS LEASE FINANCE CORP					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Month.		(Month/I	. Date of Earliest Transaction Month/Day/Year) 2/17/2012					_X_ Director _X_ 10% Owner _X_ Officer (give title below) below) CEO				
NOVATO,	(Street) CA 94998			nendment, Date Original Ionth/Day/Year) /2012					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)	Tab	le I - No	on-D	erivative S	Securi	ties Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any		3. Transa Code (Instr.		4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/17/2012	12/17/2	2012	Code A	V V	Amount 60,000 (1)	(D)	Price \$ 14.26	(Instr. 3 and 4) 691,275 (2)	D		
Common Stock	12/17/2012	12/17/2	2012	F		7,152 (3)	D	\$ 14.14	684,123 <u>(2)</u>	D		
Common Stock	12/18/2012	12/18/2	2012	S		94,600 (4)	D	\$ 14.06 (5)	589,523 (2)	D		
Common Stock									2,138,651 (2)	I	CFW Partners	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	- !
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amou	nt of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Ī
	Derivative				Securities			(Instr.	3 and 4)		
	Security				Acquired						1
					(A) or						1
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41	or		
						Exercisable	Date	Title	Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Othe			
WILLIS CHARLES F IV							
773 SAN MARIN DRIVE	X	X	CEO				
SUITE 2215	Λ	Λ	CEO				
NOVATO, CA 94998							

Signatures

Reporting Person

Charles F.
Willis IV

**Signature of 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) Restricted Stock Bonus Grant vesting over 4 years.
- (2) Amended to reflect revision in beneficial ownership.
- (3) Return to Issuer of previously restricted shares to satisfy withholding tax liability.
- (4) Shares repurchased by Willis Lease Finance Corporation (the "Company") under the Company's stock repurchase program.
- (5) The price reported above reflects the average closing prices on the five trading days immediately preceding November 27, 2012. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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