STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

#### WILLIS LEASE FINANCE CORP

Form 4

September 24, 2014

FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20540
	Washington, D.C. 20549

**OMB APPROVAL** 

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or

**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

may continue. See Instruction

1(b).

obligations

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person * WILLIS CHARLES F IV		ing Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol WILLIS LEASE FINANCE CORP [wlfc]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)
(Last) 773 SAN MA 2215	(First) ARIN DRIVI	(Middle) E, SUITE	3. Date of Earliest Transaction (Month/Day/Year) 09/23/2014	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) CEO
	(Street)		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
NOVATO, CA 94998				Form filed by More than One Reporting Person

(City)	(State)	(Zip)	Table I - N	on-Derivative Securities Acqui	ired, Disposed o	f, or Ben	eficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A)	5. Amount of	6.		7. Nature o

							,	,	•
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)		sed of 4 and (A)	` ′	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)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	09/23/2014	09/23/2014	S	2,100 (1)	D	\$ 20.9298 (2)	519,954	D	
Common Stock	09/24/2014	09/24/2014	S	5,208 (1)	D	\$ 20.7404 (3)	514,746	D	
Common Stock							2,134,148	I	CFW Partners
Common Stock							1,176	I	Spouse (4)

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Common Stock	6,338	I	Son <u>(5)</u>
Common Stock	4,938	I	Daughter (6)
Common Stock	824	I	Grandson (7)

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)

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 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. Transac Code (Instr. 8	5. tionNumber of ) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)
				Code V	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

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

# **Signatures**

Charles F. Willis IV	09/24/201
**Signature of Reporting Person	Date

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### **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
- This transaction was executed in multiple trades at prices ranging from 20.81 to 20.96. The price report above reflects the weighted

  (2) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected
- This transaction was executed in multiple trades at prices ranging from 20.55 to 20.82. The price report above reflects the weighted (3) average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected
- (4) Charlotte Montresor Willis
- (5) Charles F. Willis V Trust
- (6) JTWROS
- (7) Courtney Brown C/T Justin Young Brown UTMA

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.