NUNEMAKER DONALD A

Form 4

March 20, 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

(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]

(Last) (First) (Middle)

(Month/Day/Year)

02/27/2013

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

below) President

773 SAN MARIN DRIVE, SUITE 2215

(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 Form filed by More than One Reporting

NOVATO, CA 94998

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			Beneficially Form: Owned Direct (D) Following or Indirect	Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	02/27/2013	02/27/2013	M	V	1,200 (1)	A	\$ 5.01	127,476	D	
Common Stock	02/27/2013	02/27/2013	S	V	1,200 (1)	D	\$ 15.1	126,276	D	
Common Stock	02/28/2013	02/28/2013	M	V	68 (1)	A	\$ 5.01	126,344	D	
Common Stock	02/28/2013	02/28/2013	S	V	68 (1)	D	\$ 15.05	126,276	D	
Common Stock	03/01/2013	03/01/2013	M	V	841 (1)	A	\$ 5.01	127,117	D	

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Common Stock 03/01/2013 03/01/2013 S V 841 (1) D \$ 15.0234 126,276 D

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

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SEC 1474

(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)			tior	5. Number nof 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 Amoun Underlying Securit (Instr. 3 and 4)	
				Code '	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor or Numl of Share
Non-qualified Stock Option	\$ 5.01	02/27/2013	02/27/2013	M	V	1,200	03/03/2006	03/03/2013	Common Stock	1,20
Non-qualified Stock Option	\$ 5.01	02/28/2013	02/28/2013	M	V	68	03/03/2006	03/03/2013	Common Stock	68
Non-qualified Stock Option	\$ 5.01	03/01/2013	03/01/2013	M	V	841	03/03/2006	03/03/2013	Common Stock	84

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

NUNEMAKER DONALD A 773 SAN MARIN DRIVE SUITE 2215 NOVATO, CA 94998

President

Signatures

Donald A.

Nunemaker 03/20/2013

**Signature of Date

Reporting Person

Reporting Owners 2

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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 acquired and 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. 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.