WILLIS LEASE FINANCE CORP

Form 4

February 04, 2015

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

OMB APPROVAL

Form 4 or 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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and A Webber Jud	Address of Reporting I lith M	Symbol	er Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)									
(Last) 773 SAN M 2215	(First) (M	(Month/I	of Earliest Transaction Day/Year) 2015	Director 10% Owner Street (give title Other (specify below) below) SVP Technical Services									
	(Street)	4. If Ame	endment, Date Original	6. Individual or Joint/Group Filing(Check									
	`		onth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting									
NOVATO,	CA 94998			Person									
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of	2. Transaction Date	2A. Deemed	 4. Securities Acquire 	1 5. Amount of 6. Ownership 7. Nature of									
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (I) Securities Form: Direct Indirect									
(Instr. 3) any		₹	Code (Instr. 3, 4 and 5)	Beneficially (D) or Beneficial									
		(Month/Day/Year)	(Instr. 8)	Owned Indirect (I) Ownership									
				Following (Instr. 4) (Instr. 4) Reported									
			(A)	Transaction(s)									
			or	(Instr. 3 and 4)									
Common			Code V Amount (D) Price	е									
Stock	02/03/2015	02/03/2015	F $766 \frac{(1)}{21.1}$ D $\frac{\$}{21.1}$	₁ 50,606 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)

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Webber Judith M 773 SAN MARIN DRIVE SUITE 2215 NOVATO, CA 94998

SVP Technical Services

Signatures

Judith M.

Webber 02/04/2015

**Signature of Person

**Bignature of Person

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) Return to Issuer of previously restricted shares to satisfy withholding tax liability.

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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