

WILLIS LEASE FINANCE CORP  
 Form 4  
 June 01, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**LEROY WILLIAM M**

(Last) (First) (Middle)

WILLIS LEASE FINANCE  
 CORP, 2320 MARINSHIP WAY  
 3RD FL

(Street)

SAUSALITO, CA 94965

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**WILLIS LEASE FINANCE CORP**  
**[wlfc]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/31/2006**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			(Instr. 8)	(Instr. 3, 4 and 5)	(A) or (D)	Price			
Common Stock	05/31/2006	05/31/2006	M	890	A	\$ 1.61	890	D	
Common Stock	05/31/2006	05/31/2006	S	890	D	\$ 8.6	0	D	
Common Stock	05/31/2006	05/31/2006	M	1,520	A	\$ 1.68	1,520	D	
Common Stock	05/31/2006	05/31/2006	S	1,520	D	\$ 8.6	0	D	
	05/31/2006	05/31/2006	M	590	A	\$ 1.83	590	D	

Edgar Filing: WILLIS LEASE FINANCE CORP - Form 4

Common Stock								
Common Stock	05/31/2006	05/31/2006	S	590	D	\$ 8.6	0	D
Common Stock	06/01/2006	06/01/2006	M	2,654	A	\$ 1.83	2,654	D
Common Stock	06/01/2006	06/01/2006	S	2,654	D	\$ 8.6035	0	D
Common Stock	06/01/2006	06/01/2006	M	346	A	\$ 1.89	346	D
Common Stock	06/01/2006	06/01/2006	S	346	D	\$ 8.6035	0	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)

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. Transaction Code (Instr. 8)	5. Number of 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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Non-qualified stock option (right to buy)	\$ 1.61	05/31/2006	05/31/2006	M	890	06/28/2002	06/28/2012	Common Stock	890
Non-qualified stock option (right to buy)	\$ 1.68	05/31/2006	05/31/2006	M	1,520	12/31/2002	12/31/2012	Common Stock	1,520
Non-qualified stock option (right to buy)	\$ 1.83	05/31/2006	05/31/2006	M	590	09/30/2003	09/30/2013	Common Stock	590
Non-qualified stock option (right to buy)	\$ 1.83	06/01/2006	06/01/2006	M	2,654	09/30/2003	09/30/2013	Common Stock	2,654

Non-qualified stock option (right to buy)	\$ 1.89	06/01/2006	06/01/2006	M	346	03/31/2003	03/31/2013	Common Stock	34
---	---------	------------	------------	---	-----	------------	------------	-----------------	----

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEROY WILLIAM M WILLIS LEASE FINANCE CORP 2320 MARINSHIP WAY 3RD FL SAUSALITO, CA 94965	X			

## Signatures

Brian D. Hanson for William M. LeRoy	06/01/2006
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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).

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.