

WILLIS LEASE FINANCE CORP  
 Form 4  
 February 03, 2012

**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**

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 \*  
**WILLIS CHARLES F IV**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 773 SAN MARIN DRIVE, SUITE 2215

3. Date of Earliest Transaction (Month/Day/Year)  
 01/31/2012

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

(Street)  
 NOVATO, CA 94998

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

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 (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount (D) Price		
Common Stock	01/31/2012	01/31/2012	M	V	1,072 (1) \$ 4.68	A	653,975 D
Common Stock	01/31/2012	01/31/2012	S	V	1,072 (1) \$ 13.5402	D	652,903 D
Common Stock	02/01/2012	02/01/2012	M	V	1,116 (1) \$ 4.68	A	654,019 D
Common Stock	02/01/2012	02/01/2012	S	V	1,116 (1) \$ 13.8866	D	652,903 D

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Common Stock	02/02/2012	02/02/2012	M	V	<u>2,028</u> (1)	A	\$ 4.68	654,931	D	
Common Stock	02/02/2012	02/02/2012	S	V	<u>2,028</u> (1)	D	\$ (4)	13.9207	652,903	D
Common Stock								2,196,447	I	CFW Partners
Common Stock								4,489	I	Son <u>(5)</u>
Common Stock								4,489	I	Daughter <u>(6)</u>

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

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(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
Non-qualified Stock Option	\$ 4.68	01/31/2012	01/31/2012	M V	1,072	05/08/2004 05/08/2012	Common Stock	1,072
Non-qualified Stock Option	\$ 4.68	02/01/2012	02/01/2012	M V	1,116	05/08/2004 05/08/2012	Common Stock	1,116
Non-qualified Stock Option	\$ 4.68	02/02/2012	02/02/2012	M V	2,028	05/08/2004 05/08/2012	Common Stock	2,028

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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 02/03/2012

\*\*Signature of Reporting Person 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) Shares acquired and sold pursuant to 10b5-1 transaction
This transaction was executed in multiple trades at prices ranging from \$13.45 to \$13.66. The price report above reflects the weighted average sale price.
(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 \$13.72 to \$13.96. The price report above reflects the weighted average sale price.
(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.
This transaction was executed in multiple trades at prices ranging from \$13.85 to \$13.97. The price report above reflects the weighted average sale price.
(4) 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.
(5) Charles F. Willis V Trust
(6) JTWROS

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.