AIR LEASE CORP

Form 4

November 29, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DANHAKL JOHN G			2. Issuer Name and Ticker or Trading Symbol AIR LEASE CORP [AL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 11111 SANTA BOULEVARD		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/26/2013	X Director 10% Owner Officer (give title below) Other (specify below)			
	(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			
LOS ANGELES, CA 90025				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative Se	curitie	es Acquir	ed, Disposed of,	or Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Appropriate Appr	of (D) d 5) (A) or		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)
Class A Common Stock	11/26/2013	<u>(1)</u>	Code V S	Amount 2,985,945 (2)	(D)	Price \$ 30.88	0	I	See footnote (3)
Class A Common Stock	11/26/2013	<u>(1)</u>	S	895,712 (<u>4)</u>	D	\$ 30.88	0	I	See footnote (5)
Class A Common Stock							10,624 (6) (7)	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Da	ate	Amount of	f Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 ar	nd 4)	Own
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Δm	nount	
								or	lount	
						Date	Expiration		mber	
					Exercisable	Date	Title Number of	illoci		
				Code V	(A) (D)			Sha	ares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

DANHAKL JOHN G 11111 SANTA MONICA BOULEVARD **SUITE 2000** LOS ANGELES, CA 90025

X

Signatures

/s/ Cody L. Franklin, as attorney-in-fact for John G. Danhakl

11/29/2013

**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) Not applicable.
- (2) Represents shares of Class A Common Stock sold by Green Equity Investors V, L.P. ("GEI V").
 - GEI V was the direct owner of the shares reported on this row. Mr. John G. Danhakl directly (whether through ownership or position) or indirectly through one or more intermediaries, may have been deemed for purposes of Section 16 of the Securities Exchange Act of 1934,
- (3) as amended, to be an indirect beneficial owner of the shares owned by GEI V. Mr. Danhakl disclaims beneficial ownership of the shares reported on this row except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is a beneficial owner of such securities for purposes of Section 16, or for any other purpose.
- (4) Represents shares of Class A Common Stock sold by Green Equity Investors Side V, L.P. ("GEI Side V").

Reporting Owners 2

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- GEI Side V was the direct owner of the shares reported on this row. Mr. Danhakl directly (whether through ownership or position) or indirectly through one or more intermediaries, may have been deemed for purposes of Section 16 of the Securities Exchange Act of 1934,
- (5) as amended, to be an indirect beneficial owner of the shares owned by GEI Side V. Mr. Danhakl disclaims beneficial ownership of the shares reported on this row except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is a beneficial owner of such securities for purposes of Section 16, or for any other purpose.
 - Mr. Danhakl is a Managing Partner of Leonard Green and Partners, L.P. ("LGP"), the management company of GEI V and GEI Side V (together with LGP, the "LGP Entities"). The securities reported on this row consist of 7,905 shares of the Issuer's Class A Common Stock hold by Mr. Danhakl and 2,719 restricted stock units ("PSUs"). The PSUs were greated to Mr. Danhakl under the Amended and
- (6) Stock held by Mr. Danhakl, and 2,719 restricted stock units ("RSUs"). The RSUs were granted to Mr. Danhakl under the Amended and Restated Air Lease Corporation 2010 Equity Incentive Plan in respect of his service on the Issuer's board of directors. The RSUs can be settled only for stock, and will vest on May 8, 2014, provided Mr. Danhakl is still a member of the Issuer's board of directors at such time. The Class A Common Stock reflects prior grants of RSUs that have vested and been settled for stock.
- The securities reported on this row are held by Mr. Danhakl for the benefit of LGP. Mr. Danhakl disclaims beneficial ownership of these (7) securities except to the extent of any pecuniary interest therein. The securities reported on this row do not include any securities of the Issuer directly owned by the LGP Entities.

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.