NUNEMAKER DONALD A

Form 4 May 16, 2012

FORM 4

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

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

1(b).

(Last)

(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]

3. Date of Earliest Transaction

04/30/2012

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(First) (Middle)

(Month/Day/Year)

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

below) President

773 SAN MARIN DRIVE, SUITE 2215

(Street)

4. If Amendment, Date Original

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) Tab	ole I - N	on-l	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	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)	onor Dispo (Instr. 3,	sed of 4 and (A) or	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)
Common Stock	04/30/2012	04/30/2012	Code M	·	Amount 419 (1)	` ′	Price \$ 4.68	139,578	D	
Common Stock	04/30/2012	04/30/2012	S	V	419 (1)	D	\$ 13.05	139,159	D	
Common Stock	05/01/2012	05/01/2012	M	V	3,949 (1)	A	\$ 4.68	143,108	D	
Common Stock	05/01/2012	05/01/2012	S	V	3,949 (1)	D	\$ 13.0179	139,159	D	
Common Stock	05/02/2012	05/02/2012	M	V	3,148 (1)	A	\$ 4.68	142,307	D	

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Common Stock	05/02/2012	05/02/2012	S	V	3,148 (1)	D	\$ 13.01	139,159	D
Common Stock	05/03/2012	05/03/2012	M	V	3,104 (1)	A	\$ 4.68	142,263	D
Common Stock	05/03/2012	05/03/2012	S	V	3,104 (1)	D	\$ 13.0003	139,159	D
Common Stock	05/04/2012	05/04/2012	M	V	4,600 (1)	A	\$ 4.68	143,759	D
Common Stock	05/04/2012	05/04/2012	S	V	4,600 (1)	D	\$ 13	139,159	D
Common Stock	05/07/2012	05/07/2012	M	V	100 (1)	A	\$ 4.68	139,259	D
Common Stock	05/07/2012	05/07/2012	S	V	100 (1)	D	\$ 13	139,159	D
Common Stock	05/08/2012	05/08/2012	M	V	1,094 (1)	A	\$ 4.68	140,253	D
Common Stock	05/08/2012	05/08/2012	S	V	1,094 (1)	D	\$ 12.8257	139,159	D
Common Stock	05/08/2012	05/08/2012	M	V	3,500 (1)	A	\$ 4.68	142,659	D
Common Stock	05/08/2012	05/08/2012	S	V	3,500 (1)	D	\$ 12.81	139,159	D

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

\$ 4.68

04/30/2012

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

419 05/08/2004 05/08/2012

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. Transactic Code (Instr. 8)	5. Number on 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

M V

04/30/2012

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(9-02)

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Non-qualified Stock Option									Common Stock	
Non-qualified Stock Option	\$ 4.68	05/01/2012	05/01/2012	M	V	3,949	05/08/2004	05/08/2012	Common Stock	3,9
Non-qualified Stock Option	\$ 4.68	05/02/2012	05/02/2012	M	V	3,148	05/08/2004	05/08/2012	Common Stock	3,1
Non-qualified Stock Option	\$ 4.68	05/03/2012	05/03/2012	M	V	180	05/08/2004	05/08/2012	Common Stock	1
Non-qualified Stock Option	\$ 4.68	05/03/2012	05/03/2012	M	V	2,924	05/08/2005	05/08/2012	Common Stock	2,9
Non-qualified Stock Option	\$ 4.68	05/04/2012	05/04/2012	M	V	4,600	05/08/2005	05/08/2012	Common Stock	4,6
Non-qualified Stock Option	\$ 4.68	05/07/2012	05/07/2012	M	V	100	05/08/2005	05/08/2012	Common Stock	10
Non-qualified Stock Option	\$ 4.68	05/08/2012	05/08/2012	M	V	1,094	05/08/2005	05/08/2012	Common Stock	1,0
Non-qualified Stock Option	\$ 4.68	05/08/2012	05/08/2012	M	V	3,500	05/08/2005	05/08/2012	Common Stock	3,5

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

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

President

Signatures

Donald A.

Nunemaker 05/16/2012

**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 a 10b5-1 plan

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