

NUNEMAKER DONALD A  
 Form 4  
 February 06, 2013

**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 \*  
 NUNEMAKER DONALD A

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 President

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

3. Date of Earliest Transaction (Month/Day/Year)  
 01/17/2013

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

(City) (State) (Zip)

**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)
				(A) or (D)	Price		
Common Stock	01/17/2013	01/17/2013	M	V	625 <sup>(1)</sup>	A	\$ 5.01 128,749 D
Common Stock	01/17/2013	01/17/2013	S	V	625 <sup>(1)</sup>	D	\$ 14.7 128,124 D
Common Stock	01/23/2013	01/23/2013	M	V	1,000 <sup>(1)</sup>	A	\$ 5.01 129,124 D
Common Stock	01/23/2013	01/23/2013	S	V	1,000 <sup>(1)</sup>	D	\$ 14.7 128,124 D
Common Stock	01/24/2013	01/24/2013	M	V	1,098 <sup>(1)</sup>	A	\$ 5.01 129,222 D

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Common Stock     01/24/2013     01/24/2013     S   V   1,098<sup>(1)</sup>     D     \$ 14.75     128,124     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
						Date Exercisable	Expiration Date		
						Title			
Non-qualified Stock Option	\$ 5.01	01/17/2013	01/17/2013	M V	625	03/03/2006	03/03/2013	Common Stock	62
Ono-qualified Stock Option	\$ 5.01	01/23/2013	01/23/2013	M V	1,000	03/03/2006	03/03/2013	Common Stock	1,000
Non-qualified Stock Option	\$ 5.01	01/24/2013	01/24/2013	M V	1,098	03/03/2006	03/03/2013	Common Stock	1,098

## 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     02/06/2013

\*\*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) Shares acquired and sold pursuant to a 10b5-1 transaction

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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