

WILLIS LEASE FINANCE CORP
 Form 4
 August 24, 2011

FORM 4

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

OMB APPROVAL

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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 *
 NORD THOMAS C

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)
 SVP, General Counsel, Sec.

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/29/2011

NOVATO, CA 94998

(City) (State) (Zip)

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)
				(A) or (D)	Price		
Common Stock	07/29/2011	07/29/2011	P	V	500 ⁽¹⁾	A	\$ 8.194 75,121 D
Common Stock	08/01/2011	08/01/2011	S	V	2,500 ⁽²⁾	D	\$ 13.24 72,621 D
Common Stock	08/11/2011	08/11/2011	A	V	15,000 ⁽³⁾	A	\$ 12.88 87,621 D
Common Stock	08/15/2011	08/15/2011	S	V	900 ⁽²⁾	D	\$ 12.3 86,721 D
Common Stock	08/15/2011	08/15/2011	S	V	200 ⁽²⁾	D	\$ 12.31 86,521 D

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Common Stock	08/15/2011	08/15/2011	S	V	200 <u>(2)</u>	D	\$ 12.34	86,321	D
Common Stock	08/15/2011	08/15/2011	S	V	200 <u>(2)</u>	D	\$ 12.39	86,121	D
Common Stock	08/15/2011	08/15/2011	S	V	100 <u>(2)</u>	D	\$ 12.4	86,021	D
Common Stock	08/15/2011	08/15/2011	S	V	300 <u>(2)</u>	D	\$ 12.5	85,721	D
Common Stock	08/15/2011	08/15/2011	S	V	200 <u>(2)</u>	D	\$ 12.59	85,521	D
Common Stock	08/15/2011	08/15/2011	S	V	400 <u>(2)</u>	D	\$ 12.6	85,121	D

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

NORD THOMAS C
773 SAN MARIN DRIVE
SUITE 2215
NOVATO, CA 94998

Director 10% Owner Officer Other

SVP, General Counsel, Sec.

Signatures

Thomas C. Nord

08/24/2011

**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 pursuant to the employee's participation in the Company's ESPP.
 - (2) Shares sold pursuant to a 10b5-1 transaction.
 - (3) Restricted Stock Bonus Grant vesting over 4 years.

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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