

NUNEMAKER DONALD A
 Form 4
 January 15, 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

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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 *
 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)
 12/26/2012

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 Ownership (Instr. 4)
				Code	V	Amount or Price			
Common Stock	12/26/2012	12/26/2012	M	V	3,647 (1)	A \$ 5.01	131,771	D	
Common Stock	12/26/2012	12/26/2012	S	V	3,647 (1)	D \$ 14.4083	128,124	D	
Common Stock	12/27/2012	12/27/2012	M	V	2,421 (1)	A \$ 5.01	130,545	D	
Common Stock	12/27/2012	12/27/2012	S	V	2,421 (1)	D \$ 14.2985	128,124	D	
Common Stock	12/28/2012	12/28/2012	M	V	300 (1)	A \$ 5.01	128,424	D	

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Common Stock	12/28/2012	12/28/2012	S	V	300 ⁽¹⁾	D	\$ 14.29	128,124	D
Common Stock	12/31/2012	12/31/2012	M	V	<u>7,064</u> ⁽¹⁾	A	\$ 5.01	135,188	D
Common Stock	12/31/2012	12/31/2012	S	V	<u>7,064</u> ⁽¹⁾	D	\$ 14.2605	128,124	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 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	\$ 5.01	12/26/2012	12/26/2012	M V	2,867	03/03/2004 03/03/2013	Common Stock	2,867
Non-qualified Stock Option	\$ 5.01	12/26/2012	12/26/2012	M V	780	03/03/2005 03/03/2013	Common Stock	780
Non-qualified Stock Option	\$ 5.01	12/27/2012	12/27/2012	M V	2,421	03/03/2005 03/03/2013	Common Stock	2,421
Non-qualified Stock Option	\$ 5.01	12/28/2012	12/28/2012	M V	300	03/03/2005 03/03/2013	Common Stock	300
Non-qualified Stock Option	\$ 5.01	12/31/2012	12/31/2012	M V	7,064	03/03/2005 03/03/2013	Common Stock	7,064

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NUNEMAKER DONALD A 773 SAN MARIN DRIVE			President	

SUITE 2215
NOVATO, CA 94998

Signatures

Donald A.
Nunemaker

01/15/2013

 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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