#### WILLIS LEASE FINANCE CORP

Form 4

December 10, 2009

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 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

2. Issuer Name and Ticker or Trading

1(b).

Stock

Stock

Common

(Print or Type Responses)

1. Name and Address of Reporting Person \*

WILLIS CH	IARLES F IV	Symbol WILLI [wlfc]	S LEAS	SE I	FINANC	CE CO	ORP	Issuer (Che	eck all applicabl	e)
(Last)	(First) (M		3. Date of Earliest Transaction (Month/Day/Year)				X DirectorX 10% OwnerX Officer (give title Other (specify			
773 SAN M 2215	IARIN DRIVE, SI		-					below)	below) resident & CEO	
	(Street)		endment, onth/Day/Y		e Original			6. Individual or Applicable Line) _X_ Form filed by	One Reporting P	erson
NOVATO,	CA 94998							Form filed by Person	More than One R	eporting
(City)	(State) (	Zip) Tak	ole I - No	n-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year	Code Disposed of (D) Year) (Instr. 8) (Instr. 3, 4 and 5)		Beneficially (D) or B Owned Indirect (I) O Following (Instr. 4) (I Reported		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	11/30/2009	11/30/2009	S		2,200	D		2,418,379	I	CFW Partners
Common Stock	12/01/2009	12/01/2009	S	V	58	D	\$ 14	2,418,321	I	CFW Partners
Common Stock								445,198	D	
Common Stock								1,411	I	Son (1)

Daughter

(2)

1,411

I

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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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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	isable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNumber	Expiration Da	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	<ol><li>Derivative</li></ol>	e		Securit	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
							Expiration Date	Title Num of		
				Code	V (A) (D)				Shares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
WILLIS CHARLES F IV 773 SAN MARIN DRIVE SUITE 2215 NOVATO, CA 94998	X	X	President & CEO					

## **Signatures**

Charles F.
Willis IV

\*\*Signature of Date

\*\*Signature of Reporting Person

#### **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) Charles F. Willis V Trust
- (2) JTWROS

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.

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