WILLIS LEASE FINANCE CORP

Form 4

February 17, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

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).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * WILLIS CHARLES F IV			2. Issuer Name and Ticker or Trading Symbol WILLIS LEASE FINANCE CORP [wlfc]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 773 SAN MA 2215	(First) RIN DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/19/2010	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) President & CEO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
NOVATO, CA	A 94998			Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le 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	Γransactionor Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	or (D)	Price	(Instr. 3 and 4)	(111341. 4)	
Common Stock	01/19/2010	01/19/2010	S	V	900 (1)	D	\$ 14.1933 (2)	2,351,358	I	CFW Partners
Common Stock	01/20/2010	01/20/2010	S	V	1,200 (1)	D	\$ 14.4175 (3)	2,350,158	I	CFW Partners
Common Stock	01/21/2010	01/21/2010	S	V	2,140 (1)	D	\$ 14.3647 (4)	2,348,018	I	CFW Partners
Common	01/22/2010	01/22/2010	S	V	2,860	D	\$ 14.409	2,345,158	I	CFW

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Stock	<u>(1)</u>	(5)			Partners
Common Stock			430,552	D	
Common Stock			2,350	I	Son <u>(6)</u>
Common Stock			2,350	I	Daughter (7)

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)	4. Transac Code (Instr. 8	5. tionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:	ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code '	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of 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

Reporting Person

Charles F.
Willis IV

**Signature of Date

Reporting Owners 2

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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 sold pursuant to 10b5-1 transaction.
- This transaction was executed in multiple trades at prices ranging from \$14.12 to \$14.28. The price report above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$14.29 to \$14.49. The price report above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and the prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$14.14 to \$14.66. The price report above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- This transaction was executed in multiple trades at prices ranging from \$14.17 to \$14.60. The price report above reflects the weighted (5) average sale price. The reporting person hereby undertakes to provide upon request from the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.
- (6) Charles F. Willis V Trust
- (7) 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.