

NUNEMAKER DONALD A  
Form 4  
February 06, 2013

**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 * 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)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/31/2013	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President
773 SAN MARIN DRIVE, SUITE 2215  (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
NOVATO, CA 94998  (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)
				Code V Amount (A) or (D) Price			
Common Stock	01/31/2013	01/31/2013	P	V 500 <sup>(1)</sup> A \$ 10.7015	128,624	D	
Common Stock	02/01/2013	02/01/2013	M	V 1,070 <sup>(2)</sup> A \$ 5.01	129,694	D	
Common Stock	02/01/2013	02/01/2013	S	V 1,070 <sup>(2)</sup> D \$ 14.85	128,624	D	
Common Stock	02/03/2013	02/03/2013	F	2,348 <sup>(3)</sup> D \$ 14.8	126,276	D	

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

