

NUNEMAKER DONALD A

Form 4

December 08, 2009

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

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

OMB APPROVAL

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(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)
773 SAN MARIN DRIVE, SUITE
2215

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2009

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
EVP, Gen. Manager Leasing

(Street)
NOVATO, CA 94998

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
____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/04/2009	12/04/2009	M		6,967	A	\$ 5.4	78,739	D
Common Stock	12/04/2009	12/04/2009	S		6,967	D	\$ 13.4094	71,772	D
Common Stock	12/07/2009	12/07/2009	M		2,649	A	\$ 5.4	74,421	D
Common Stock	12/07/2009	12/07/2009	S		2,649	D	\$ 13.4149	71,772	D
Common Stock	12/08/2009	12/08/2009	M		3,384	A	\$ 5.4	75,156	D

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Common Stock 12/08/2009 12/08/2009 S 3,384 D \$ 13.2048 71,772 D

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

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(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option	\$ 5.4	12/04/2009	12/04/2009	M		5,787		10/12/2004	10/12/2011	Common Stock	5,787
Incentive Stock Option	\$ 5.4	12/04/2009	12/04/2009	M		1,180		10/12/2005	10/12/2011	Common Stock	1,180
Incentive Stock Option	\$ 5.4	12/07/2009	12/07/2009	M		2,649		10/12/2005	10/12/2011	Common Stock	2,649
Incentive Stock Option	\$ 5.4	12/08/2009	12/08/2009	M		3,384		10/12/2005	10/12/2011	Common Stock	3,384

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NUNEMAKER DONALD A 773 SAN MARIN DRIVE SUITE 2215 NOVATO, CA 94998	EVP, Gen. Manager Leasing

Signatures

Donald A.
Nunemaker

12/08/2009

__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).

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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