#### WILLIS LEASE FINANCE CORP

Form 4

September 18, 2014

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

**OMB APPROVAL** 

OMB 3235-0287 Number: January 31,

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

**SECURITIES** 

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Common

Stock

Stock

Stock

09/18/2014

09/18/2014

S

(1)

21.6241

(3)

527,970

2,134,148

1,176

D

Ι

Ι

D

(Print or Type Responses)

WILLIS CHARLES F IV Symbol			nbol LLIS LEASI	IS LEASE FINANCE CORP				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) 773 SAN N 2215	(First) (MARIN DRIVE, S	(Mo	3. Date of Earliest Transaction (Month/Day/Year) 09/17/2014				_X_ Director _X_ Officer (give below)	title Oth below)		
NOVATO	(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 Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-	Derivativ	e Secu	ırities Acqu	ired, Disposed of	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Ye	Code		sed of		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)	
Common Stock	09/17/2014	09/17/2014	Code V S	3,920 (1)	(D)	Price \$ 21.8042 (2)	531,670	D		
Common	09/18/2014	09/18/2014	S	3,700	D	\$ 21 6241	527 970	D		

**CFW** 

**Partners** 

Spouse (4)

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Common Stock	6,338	I	Son <u>(5)</u>
Common Stock	4,938	I	Daughter (6)
Common Stock	824	I	Grandson (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 Securitie Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day, ve es d	ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own 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	CEO			

# **Signatures**

Charles F. Willis IV	09/18/201		
**Signature of Reporting Person	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 a 10b5-1 transaction.
- This transaction was executed in multiple trades at prices ranging from 21.53 to 21.88. The price report above reflects the weighted (2) 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 21.50 to 21.66. The price report above reflects the weighted (3) 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.
- (4) Charlotte Montresor Willis
- (5) Charles F. Willis V Trust
- (6) JTWROS
- (7) Courtney Brown C/T Justin Young Brown UTMA

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.