

WILLIS LEASE FINANCE CORP
 Form 4
 November 30, 2012

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 *
 NORD THOMAS C

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
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/28/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Gen. Counsel, Secretary

NOVATO, CA 94998

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/28/2012	11/28/2012	M	300	A \$ 9.2	46,097	D
Common Stock	11/28/2012	11/28/2012	S	300	D \$ 14.3	45,797	D
Common Stock	11/29/2012	11/29/2012	M	3,339	A \$ 9.2	49,136	D
Common Stock	11/29/2012	11/29/2012	S	3,339	D \$ 14.25	45,797	D
Common Stock	11/30/2012	11/30/2012	M	4,694	A \$ 9.2	50,491	D

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Common Stock 11/30/2012 11/30/2012 S 4,694 D \$ 14.25 45,797 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 Security (Instr. 3 and 4)	Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title		
						Code	V	(A)	(D)	
Non-qualified Stock Option	\$ 9.2	11/28/2012	11/28/2012	M	300	08/05/2006	08/05/2015	Common Stock	300	
Non-qualified Stock Option	\$ 9.2	11/29/2012	11/29/2012	M	1,455	08/05/2006	08/05/2015	Common Stock	1,455	
Non-qualified Stock Option	\$ 9.2	11/29/2012	11/29/2012	M	1,884	08/05/2007	08/05/2015	Common Stock	1,884	
Non-qualified Stock Option	\$ 9.2	11/30/2012	11/30/2012	M	3,616	08/05/2007	08/05/2015	Common Stock	3,616	
Non-qualified Stock Option	\$ 9.2	11/30/2012	11/30/2012	M	1,078	08/05/2008	08/05/2015	Common Stock	1,078	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORD THOMAS C 773 SAN MARIN DRIVE SUITE 2215 NOVATO, CA 94998			SVP, Gen. Counsel, Secretary	

Signatures

Thomas C. Nord

11/30/2012

**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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