

NUNEMAKER DONALD A

Form 4

June 12, 2009

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

OMB APPROVAL

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 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 A2. 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
22153. Date of Earliest Transaction
(Month/Day/Year)
06/10/2009
 Director 10% Owner
 Officer (give title below) Other (specify
below)
EVP, General Mgr. Leasing

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. Code	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)	
				Code	V	Amount				(A) or (D)
Common Stock	06/10/2009	06/10/2009	M			700	A	\$ 5.5	73,224	D
Common Stock	06/10/2009	06/10/2009	S			700	D	\$ 12	72,524	D
Common Stock	06/11/2009	06/11/2009	M			2,300	A	\$ 5.5	74,824	D
Common Stock	06/11/2009	06/11/2009	S			2,300	D	\$ 12	72,524	D
Common Stock	06/12/2009	06/12/2009	M			897	A	\$ 5.5	73,421	D

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Common Stock 06/12/2009 06/12/2009 S 897 D \$ 12.25 72,524 D

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

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified stock option	\$ 5.5	06/10/2009	06/10/2009	M	700	10/13/2002	10/13/2010	Common Stock	700
Non-qualified Stock Option	\$ 5.5	06/11/2009	06/11/2009	M	2,300	10/13/2002	10/13/2010	Common Stock	2,300
Non-qualified stock option	\$ 5.5	06/12/2009	06/12/2009	M	897	10/13/2002	10/13/2010	Common Stock	897

Reporting Owners

Reporting Owner Name / Address

Relationships

NUNEMAKER DONALD A
773 SAN MARIN DRIVE
SUITE 2215
NOVATO, CA 94998

Director 10% Owner Officer Other

EVP, General Mgr. Leasing

Signatures

Donald A.
Nunemaker

06/12/2009

**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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