#### WILLIS LEASE FINANCE CORP

Form 4

January 03, 2017

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* WILLIS CHARLES F IV

(First)

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

WILLIS LEASE FINANCE CORP

[wlfc]

3. Date of Earliest Transaction

(Month/Day/Year) 12/29/2016

(Check all applicable)

\_X\_\_ Director \_X\_\_ 10% Owner \_ Other (specify X\_ Officer (give title below) below) **CEO** 

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

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)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

	~		_	~ .	0.40	
N(	) V	$\mathbf{A}^{T}$	()	( 'A	949	)YX

(City)	(State)	(Zip) <b>Table I - Non-Derivative</b>						rities Acquired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		actio	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)					
Common Stock	12/29/2016		G	V	33,300 (1)	D	\$0	604,603	D				
Common Stock	12/29/2016		G	V	2,046 (2)	D	\$0	602,557	D				
Common Stock								2,134,148	I	CFW Partners			
Common Stock								1,176	I	Spouse (3)			
Common Stock								6,338	I	Son <u>(4)</u>			

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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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration	Title	Number		
					Exercisable Date	Date		of			
				Code V	(A) (D)				Shares		
				Code V	(II)				Dilaics		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Othe			
WILLIS CHARLES F IV							
773 SAN MARIN DRIVE	X	X	CEO				
SUITE 2215	Λ	Λ	CEO				
NOVATO, CA 94998							

## **Signatures**

Charles F.
Willis IV

\*\*Signature of Reporting Person

O1/03/2017

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).
- Gift of shares to Elizabeth Leatherman, as Trustee of The Charles F. Willis, IV 2016 Descendants' Trust dated as of November 29, 2016

  (1) (the "Descendants' Trust") Mr. Willis does not retain any investment, voting or disposing control over the shares transferred to the
- (1) (the "Descendants' Trust"). Mr. Willis does not retain any investment, voting or disposing control over the shares transferred to the Descendants' Trust.
- (2) Gift of shares to Austin C. Willis, as Trustee of The Charles F. Willis, V 2016 Trust dated as of August 25, 2016 (the "CWV Trust). Mr. Willis does not retain any investment, voting, or disposing control over the shares transferred to the CWV Trust.
- (3) Charlotte Montresor Willis

Reporting Owners 2

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#### (4) Charles F. Willis V UTMA Trust

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.