

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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**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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**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
				Code	V	(A)	(D)	Title	
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**

NORD THOMAS C  
773 SAN MARIN DRIVE  
SUITE 2215  
NOVATO, CA 94998

Director    10% Owner    Officer    Other

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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