

WILLIS LEASE FINANCE CORP
Form 4
August 06, 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

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2012

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
SVP, General Counsel, Sec.

(Street)
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 Indirect Beneficial Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	07/31/2012	07/31/2012	P	V 500 ⁽¹⁾ A \$ 8.194	47,172	D	

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)

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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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, General Counsel, Sec.	

Signatures

Thomas C. Nord 08/06/2012
 **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).
- (1) Shares acquired pursuant to employee's participation in the Company's ESPP.

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. tr>Livermore George Stone
 4 FIRST AMERICAN WAY
 SANTA ANA, CA 92707 Group Exec.,Data & Analytic So

Signatures

/s/ Corinna Cherian, 06/03/2010
 Attorney-in-Fact Date
 **Signature of Reporting Person Date

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Represents a performance-based restricted stock unit ("PBRSU") award which vests only upon the Issuer's achievement of certain financial performance objectives. The relevant performance period will commence on January 1, 2011, and end on December 31, 2015. If

- (1) during any calendar year of the performance period, the Issuer achieves one or more of the financial performance objectives that have not previously been achieved, a specified number of shares underlying the PBRsUs will vest and become payable on December 31 of that year.

Includes 107,201 time-based restricted stock units (each a "TBRsU"). Mr. Livermore received awards of TBRsUs on March 5, 2007, March 4, 2008, March 4, 2009, and March 3, 2010. Each of these previously reported TBRsU awards vests in five equal annual

- (2) increments, commencing on the first anniversary of the grant date. On June 1, 2010, pursuant to the anti-dilution provisions of the plan under which each TBRsU award was granted, the number of TBRsUs underlying each such award was adjusted in conjunction with the Issuer's spin-off of First American Financial Corporation on that date. The vesting schedule of these TBRsUs remains unchanged.
- (3) The shares are held by the 1992 Livermore Family Trust, of which Mr. Livermore serves as the trustee.
- (4) This option vests in three equal annual increments commencing June 1, 2012, the second anniversary of the grant date.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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