

NUNEMAKER DONALD A
 Form 4
 January 18, 2011

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 *
 NUNEMAKER DONALD A

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)
 01/03/2011

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 EVP, General Mgr. Leasing

(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 Ownership (Instr. 4)
				Code	V	Amount			
Common Stock	01/03/2011	01/03/2011	M	V	620	A	\$ 10 79,267	D	
Common Stock	01/03/2011	01/03/2011	S	V	620 ⁽¹⁾	D	\$ 13.4 78,647	D	
Common Stock	01/04/2011	01/04/2011	M	V	2,000	A	\$ 10 80,647	D	
Common Stock	01/04/2011	01/04/2011	S	V	2,000 ⁽¹⁾	D	\$ 13.4 78,647	D	
Common Stock	01/05/2011	01/05/2011	M	V	1,500	A	\$ 10 80,147	D	

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Common Stock	01/05/2011	01/05/2011	S	V	<u>1,500</u> ⁽¹⁾	D	\$ 13.5	78,647	D
Common Stock	01/07/2011	01/07/2011	M	V	2,000	A	\$ 10	80,647	D
Common Stock	01/07/2011	01/07/2011	S	V	<u>2,000</u> ⁽¹⁾	D	\$ 13.65	78,647	D
Common Stock	01/10/2011	01/10/2011	M	V	202	A	\$ 10	78,849	D
Common Stock	01/10/2011	01/10/2011	S	V	<u>202</u> ⁽¹⁾	D	\$ 13.8	78,647	D
Common Stock	01/11/2011	01/11/2011	M	V	1,800	A	\$ 10	80,447	D
Common Stock	01/11/2011	01/11/2011	S	V	<u>1,800</u> ⁽¹⁾	D	\$ 13.8	78,647	D
Common Stock	01/13/2011	01/13/2011	M	V	2	A	\$ 10	78,649	D
Common Stock	01/13/2011	01/13/2011	S	V	<u>2</u> ⁽¹⁾	D	\$ 14	78,647	D
Common Stock	01/17/2011	01/17/2011	F		<u>1,864</u> ⁽²⁾	D	\$ 13.73	76,783	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. Code	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
Non-qualified Stock Option	\$ 10	01/03/2011	01/03/2011	M V	620	02/27/2001 02/27/2011	Common Stock	62
	\$ 10	01/04/2011	01/04/2011	M V	2,000	02/27/2001 02/27/2011		2,000

