#### **BURKE MONICA J**

Form 4

January 21, 2005

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287 January 31,

Expires: Estimated average

2005

0.5

burden hours per response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **BURKE MONICA J** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

WILLIS LEASE FINANCE CORP

(Check all applicable)

EVP, CFO

below)

[wlfc]

01/19/2005

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

X\_ Officer (give title below)

10% Owner Other (specify

WILLIS LEASE FINANCE CORP, 2320 MARINSHIP WAY 3RD FL

(Street)

(State)

(Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SAUSALITO, CA 94965

(City)

		Tubic	1 1,011 2,	orradric s	,ccuii	1105 1100	lan ca, Disposea c	i, or beneficial	ij O wilcu
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securi		*	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	(Monun/Day/Tear)	any	Code	on(A) or Disposed of (D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
					(A)		Reported	(======================================	(
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	01/19/2005	01/19/2005	M	100	A	\$ 4.88	1,100	D	
Common Stock	01/19/2005	01/19/2005	S	100	D	\$ 7.7	1,000	D	
Common Stock	01/21/2005	01/21/2005	M	2,000	A	\$ 4.88	3,000	D	
Common Stock	01/21/2005	01/21/2005	S	2,000	D	\$ 7.8	1,000	D	

#### Edgar Filing: BURKE MONICA J - Form 4

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)

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. Transacti Code (Instr. 8)	5. Number on f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option	\$ 4.88	01/19/2005	01/19/2005	M	100	07/15/2004	07/15/2012	Common Stock	100
Incentive Stock Option (right to buy)	\$ 4.88	01/21/2005	01/21/2005	M	2,000	07/15/2004	07/15/2012	Common Stock	2,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

BURKE MONICA J WILLIS LEASE FINANCE CORP 2320 MARINSHIP WAY 3RD FL SAUSALITO, CA 94965

EVP, CFO

### **Signatures**

Brian D. Hanson for Monica J.
Burke 01/21/2005

\*\*Signature of Reporting Person Date

Reporting Owners 2

Edgar Filing: BURKE MONICA J - Form 4

## **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. 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.