

WILLIS LEASE FINANCE CORP
 Form 4
 September 05, 2008

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 *
 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)
 09/04/2008

____ Director
 Officer (give title below) _____ 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

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				(A) or (D)
Common Stock	09/04/2008	09/04/2008	M			10,000	A \$ 5.5	51,307	D	
Common Stock	09/04/2008	09/04/2008	S			10,000	D \$ 12.7171	41,307	D	
Common Stock	09/05/2008	09/05/2008	M			3,111	A \$ 4.19	44,418	D	
Common Stock	09/05/2008	09/05/2008	S			3,111	D \$ 12.7382	41,307	D	
Common Stock	09/05/2008	09/05/2008	M			2,500	A \$ 5.5	43,807	D	

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Common Stock 09/05/2008 09/05/2008 S 2,500 D \$ 12.7382 41,307 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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. 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
Incentive Stock Option	\$ 5.5	09/04/2008	09/04/2008	M	10,000	10/13/2004 10/13/2010	Common Stock	10,000
Non-qualified Stock Option	\$ 4.19	09/05/2008	09/05/2008	M	3,111	10/25/2003 10/25/2009	Common Stock	3,111
Incentive Stock Option	\$ 5.5	09/05/2008	09/05/2008	M	2,500	10/13/2004 10/13/2010	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships
NUNEMAKER DONALD A 773 SAN MARIN DRIVE SUITE 2215 NOVATO, CA 94998	Director 10% Owner Officer EVP, General Mgr. Leasing

Signatures

Donald A.
Nunemaker 09/05/2008
Date
**Signature of Reporting Person

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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