

WILLIS LEASE FINANCE CORP
 Form 4
 June 01, 2006

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 *
LEROY WILLIAM M

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)

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

**WILLIS LEASE FINANCE
 CORP, 2320 MARINSHIP WAY
 3RD FL**

(Street)

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

SAUSALITO, CA 94965

(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 | | | | 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 | 05/31/2006 | 05/31/2006 | M | | 890 | A | \$ 1.61 | 890 | D | |
| Common Stock | 05/31/2006 | 05/31/2006 | S | | 890 | D | \$ 8.6 | 0 | D | |
| Common Stock | 05/31/2006 | 05/31/2006 | M | | 1,520 | A | \$ 1.68 | 1,520 | D | |
| Common Stock | 05/31/2006 | 05/31/2006 | S | | 1,520 | D | \$ 8.6 | 0 | D | |
| | 05/31/2006 | 05/31/2006 | M | | 590 | A | \$ 1.83 | 590 | D | |

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| | | | | | | | | |
|--------------|------------|------------|---|-------|---|-----------|-------|---|
| Common Stock | | | | | | | | |
| Common Stock | 05/31/2006 | 05/31/2006 | S | 590 | D | \$ 8.6 | 0 | D |
| Common Stock | 06/01/2006 | 06/01/2006 | M | 2,654 | A | \$ 1.83 | 2,654 | D |
| Common Stock | 06/01/2006 | 06/01/2006 | S | 2,654 | D | \$ 8.6035 | 0 | D |
| Common Stock | 06/01/2006 | 06/01/2006 | M | 346 | A | \$ 1.89 | 346 | D |
| Common Stock | 06/01/2006 | 06/01/2006 | S | 346 | D | \$ 8.6035 | 0 | 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.

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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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Non-qualified stock option (right to buy) | \$ 1.61 | 05/31/2006 | 05/31/2006 | M | 890 | 06/28/2002 06/28/2012 | Common Stock | 890 | |
| Non-qualified stock option (right to buy) | \$ 1.68 | 05/31/2006 | 05/31/2006 | M | 1,520 | 12/31/2002 12/31/2012 | Common Stock | 1,520 | |
| Non-qualified stock option (right to buy) | \$ 1.83 | 05/31/2006 | 05/31/2006 | M | 590 | 09/30/2003 09/30/2013 | Common Stock | 590 | |
| Non-qualified stock option (right to buy) | \$ 1.83 | 06/01/2006 | 06/01/2006 | M | 2,654 | 09/30/2003 09/30/2013 | Common Stock | 2,654 | |

| | | | | | | | | | |
|---|---------|------------|------------|---|-----|------------|------------|-----------------|----|
| Non-qualified stock option (right to buy) | \$ 1.89 | 06/01/2006 | 06/01/2006 | M | 346 | 03/31/2003 | 03/31/2013 | Common Stock | 34 |
|---|---------|------------|------------|---|-----|------------|------------|-----------------|----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LEROY WILLIAM M WILLIS LEASE FINANCE CORP 2320 MARINSHIP WAY 3RD FL SAUSALITO, CA 94965 | X | | | |

Signatures

| | |
|--|---------------------|
| Brian D. Hanson for William M. LeRoy | 06/01/2006 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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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