

AIR LEASE CORP
Form 4
March 04, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
UDVAR-HAZY STEVEN F

(Last) (First) (Middle)

AIR LEASE
CORPORATION,, 2000 AVENUE
OF THE STARS, SUITE 1000N

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

AIR LEASE CORP [AL]

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

02/28/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman and CEO

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 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)
Air Lease Corporation -Class A Common Stock	02/28/2013		A	18,000 (1)	A \$ 0 522,549	D	
Air Lease Corporation - Class A Common Stock	02/28/2013		F	8,739	D \$ 27.17 513,810	D	

1,044,225 I

Air Lease Corporation - Class A Common Stock			See footnote <u>(2)</u>
Air Lease Corporation - Class A Common Stock	52,500	I	See footnote <u>(3)</u>
Air Lease Corporation Class A Common Stock	10,300	I	See footnote <u>(4)</u>
Air Lease Corporation - Class A Common Stock	12,800	I	See footnote <u>(4)</u>
Air Lease Corporation- Class A Common Stock	17,800	I	See footnote <u>(5)</u>
Air Lease Corporation -Class A Common Stock	10,300	I	See footnote <u>(5)</u>
Air Lease Corporation - Class A Common Stock	278,889	I	See footnote <u>(6)</u>
Air Lease Corporation - Class A Common Stock	101,667	I	See footnote <u>(7)</u>
Air Lease Corporation - Class A Common Stock	35,925	I	See footnote <u>(8)</u>
	2,700,000	I	

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Air Lease Corporation - Class A Common Stock						See footnote (9)
Air Lease Corporation - Class A Common Stock	50,000	I				See footnote (10)

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

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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. 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)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UDVAR-HAZY STEVEN F AIR LEASE CORPORATION, 2000 AVENUE OF THE STARS, SUITE 1000N LOS ANGELES, CA 90067	X		Chairman and CEO	

Signatures

Carol H. Forsyte, on behalf of Steven F. Udvar-Hazy, Chairman and Chief Executive Officer
(Power of Attorney Attached)

03/01/2013

__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 issued upon the vesting of performance-based restricted stock units granted under the Amended and Restated Air Lease Corporation 2010 Equity Incentive Plan.
- (2) These shares are held by the Udvar-Hazy Separate Property Trust, of which the reporting person is the trustee.
These shares are owned by the reporting person's wife. The reporting person expressly disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.
- (3) These shares are owned by one of the reporting person's daughters. The reporting person expressly disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.
- (4) These shares are owned by one of the reporting person's sons. The reporting person expressly disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.
- (5) These shares are held by Air Continental, Inc., of which the reporting person is the sole stockholder and one of three directors.
- (6) These shares are held by Ocean Equities, Inc. A trust, of which the reporting person is the trustee, is the sole stockholder of Ocean Equities, Inc. The reporting person is also one of three directors of Ocean Equities, Inc.
These shares are held by Emerald Financial LLC. A trust, of which the reporting person is the trustee, controls a majority of the membership interests of Emerald Financial LLC. Additionally, the reporting person is one of three managers of Emerald Financial LLC.
- (7) These shares are held by the Hazy Family Community Trust 5/28/85, of which the reporting person is the trustee.
- (8) These shares are held by AL I Management, LLC, of which the reporting person is the sole member and manager.
- (9) These shares are held by the Hazy Family Community Trust 5/28/85, of which the reporting person is the trustee.
- (10) These shares are held by AL I Management, LLC, of which the reporting person is the sole member and manager.

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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