

AIR LEASE CORP
Form 4
February 26, 2016

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 *
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)
02/24/2016

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)
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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Air Lease Corporation - Class A Common Stock	02/24/2016		A		\$ 0	793,232	D
Air Lease Corporation -Class A Common Stock	02/25/2016		A		111,261 (1)	904,493	D
	02/25/2016		F		54,018	850,475	D

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Air Lease Corporation - Class A Common Stock	\$ 29.56		
Air Lease Corporation - Class A Common Stock	1,209,558	I	See footnote <u>(2)</u>
Air Lease Corporation - Class A Common Stock	27,700	I	See footnote <u>(3)</u>
Air Lease Corporation - Class A Common Stock	10,500	I	See footnote <u>(4)</u>
Air Lease Corporation - Class A Common Stock	13,000	I	See footnote <u>(4)</u>
Air Lease Corporation - Class A Common Stock	18,000	I	See footnote <u>(5)</u>
Air Lease Corporation - Class A Common Stock	10,500	I	See footnote <u>(5)</u>
Air Lease Corporation - Class A Common Stock	328,889	I	See footnote <u>(6)</u>
Air Lease Corporation - Class A Common Stock	101,667	I	See footnote <u>(7)</u>
	35,925	I	

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).

Shares issued upon the vesting of performance-based restricted stock units granted in February 2013 and February 2014 under the

(1) Amended and Restated Air Lease Corporation 2010 Equity Incentive Plan and in February 2015 under the Air Lease Corporation 2014 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,

(3) 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.

These shares are owned by one of the reporting person's daughters. The reporting person expressly disclaims beneficial ownership of

(4) 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.

These shares are owned by one of the reporting person's sons. The reporting person expressly disclaims beneficial ownership of these

(5) 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

(6) These shares are held by Air Intercontinental, Inc., of which the reporting person is the sole stockholder and one of three directors.

(7) 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.

(8) 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.

(9) These shares are held by the Hazy Family Community Trust 5/28/85, of which the reporting person is the trustee

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.