

AIR LEASE CORP  
Form 4  
July 03, 2012

**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)

C/O 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)  
06/30/2012

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   |  |   |   |                  |
| Class A Common Stock            | 06/30/2012                           |  | A                              |   | 437,606<br>(1)  | A  | \$ 0 692,939  | D |                  |
| Class A Common Stock            | 06/30/2012                           |  | F                              |   | 183,238<br>(2)  | D  | \$ 19.41 509,701                                      | D |                  |
| Class A Common Stock            |                                      |  |                                |   |   |  | 1,044,225   | I | See footnote (3) |
| Class A Common Stock            |                                      |  |                                |   |   |  | 52,500  | I | See              |

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|                      |  |  |  |           |   |  |                   |
|----------------------|--|--|--|-----------|---|--|-------------------|
| Common Stock         |  |  |  |           |   |  | footnote (4)      |
| Class A Common Stock |  |  |  | 10,300    | I |  | See footnote (5)  |
| Class A Common Stock |  |  |  | 12,800    | I |  | See footnote (6)  |
| Class A Common Stock |  |  |  | 17,800    | I |  | See footnote (7)  |
| Class A Common Stock |  |  |  | 10,300    | I |  | See footnote (8)  |
| Class A Common Stock |  |  |  | 278,889   | I |  | See footnote (9)  |
| Class A Common Stock |  |  |  | 101,667   | I |  | See footnote (10) |
| Class A Common Stock |  |  |  | 35,925    | I |  | See footnote (11) |
| Class A Common Stock |  |  |  | 2,700,000 | I |  | See footnote (12) |
| Class A Common Stock |  |  |  | 50,000    | I |  | See footnote (13) |

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 | 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. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|



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- (10) 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.
- (11) 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.
- (12) These shares are held by the Hazy Family Community Trust 5/28/85, of which the reporting person is the trustee.
- (13) These shares are held by AL 1 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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