

AIR LEASE CORP
Form 4
November 29, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
DANHAKL JOHN G

(Last) (First) (Middle)

**11111 SANTA MONICA
BOULEVARD, SUITE 2000**

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AIR LEASE CORP [AL]

3. Date of Earliest Transaction
(Month/Day/Year)
11/26/2013

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)

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	11/26/2013	<u>(1)</u>	S		2,985,945 <u>(2)</u> \$ 30.88	D	0	I	See footnote <u>(3)</u>
Class A Common Stock	11/26/2013	<u>(1)</u>	S		895,712 <u>(4)</u> \$ 30.88	D	0	I	See footnote <u>(5)</u>
Class A Common Stock							10,624 <u>(6)</u> <u>(7)</u>	D	

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 Reporting 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
DANHAKL JOHN G 11111 SANTA MONICA BOULEVARD SUITE 2000 LOS ANGELES, CA 90025	X			

Signatures

/s/ Cody L. Franklin, as attorney-in-fact for John G. Danhakil
11/29/2013

__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) Not applicable.
- (2) Represents shares of Class A Common Stock sold by Green Equity Investors V, L.P. ("GEI V").
GEI V was the direct owner of the shares reported on this row. Mr. John G. Danhakil directly (whether through ownership or position) or indirectly through one or more intermediaries, may have been deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be an indirect beneficial owner of the shares owned by GEI V. Mr. Danhakil disclaims beneficial ownership of the shares reported on this row except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is a beneficial owner of such securities for purposes of Section 16, or for any other purpose.
- (4) Represents shares of Class A Common Stock sold by Green Equity Investors Side V, L.P. ("GEI Side V").

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(5) GEI Side V was the direct owner of the shares reported on this row. Mr. Danhagl directly (whether through ownership or position) or indirectly through one or more intermediaries, may have been deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be an indirect beneficial owner of the shares owned by GEI Side V. Mr. Danhagl disclaims beneficial ownership of the shares reported on this row except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is a beneficial owner of such securities for purposes of Section 16, or for any other purpose.

(6) Mr. Danhagl is a Managing Partner of Leonard Green and Partners, L.P. ("LGP"), the management company of GEI V and GEI Side V (together with LGP, the "LGP Entities"). The securities reported on this row consist of 7,905 shares of the Issuer's Class A Common Stock held by Mr. Danhagl, and 2,719 restricted stock units ("RSUs"). The RSUs were granted to Mr. Danhagl under the Amended and Restated Air Lease Corporation 2010 Equity Incentive Plan in respect of his service on the Issuer's board of directors. The RSUs can be settled only for stock, and will vest on May 8, 2014, provided Mr. Danhagl is still a member of the Issuer's board of directors at such time. The Class A Common Stock reflects prior grants of RSUs that have vested and been settled for stock.

(7) The securities reported on this row are held by Mr. Danhagl for the benefit of LGP. Mr. Danhagl disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein. The securities reported on this row do not include any securities of the Issuer directly owned by the LGP Entities.

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.