AIR LEASE CORP
Form 4
March 13, 2014

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 * Levy Grant A	2. Issuer Name **and** Ticker or Trading Symbol **AIR LEASE CORP [AL]**	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/11/2014	_____ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) EVP
AIR LEASE CORPORATION,, 2000 AVENUE OF THE STARS, 1000N		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
LOS ANGELES, CA 90067		
(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 (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	(A) or (D)	Price			
Air Leaee Corporation-Class A Common Stock	03/11/2014		M		2,000 (1)	A	$ 20	153,178	D	
Air Lease Corporation-Class A Common Stock								500	I	See footnote
								500	I	

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Air Lease Corporation - Class A Common Stock			See footnote
Air Lease Corporation - Class A Common Stock	500	I	See footnote

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 20	03/11/2014		M		2,000		06/30/2011[2]	07/14/2020	Class A Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levy Grant A AIR LEASE CORPORATION, 2000 AVENUE OF THE STARS, 1000N LOS ANGELES, CA 90067			EVP	

Signatures

Carol H. Forsyte, on behalf of Grant A. Levy, Executive Vice President (Power of Attorney
On File)   03/12/2014

<div align="center"><u>**Signature of Reporting Person</u>   Date</div>

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)   Represents the shares of the Issuer's Class A Common Stock issued to the reporting person upon the exercise of 2,000 incentive stock options granted under the Amended and Restated Air Lease Corporation 2010 Equity Incentive Plan.

(2)   Employee stock options granted under the Amended and Restated Air Lease Corporation 2010 Equity Incentive Plan, which vested in three equal annual installments beginning on June 30, 2011.

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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