

UDVAR-HAZY STEVEN F

Form 4

March 07, 2018

**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)

03/05/2018

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)

Executive Chairman

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)
Air Lease Corporation - Class A Common Stock	03/05/2018		M	9,150 (1)	A \$ 20 926,962	D	
Air Lease Corporation - Class A Common Stock	03/05/2018		S	9,150	D \$ 43.25 917,812	D	
	03/06/2018		M		A \$ 20 974,098	D	

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Air Lease Corporation - Class A Common Stock				56,286 <sup>(1)</sup>					
Air Lease Corporation - Class A Common Stock	03/06/2018	S	56,286	D	\$ 43.32 <sup>(2)</sup>	917,812	D		
Air Lease Corporation - Class A Common Stock						28,100	I		See footnote <sup>(3)</sup>
Air Lease Corporation - Class A Common Stock						10,800	I		See footnote <sup>(4)</sup>
Air Lease Corporation - Class A Common Stock						13,400	I		See footnote <sup>(4)</sup>
Air Lease Corporation - Class A Common Stock						10,900	I		See footnote <sup>(5)</sup>
Air Lease Corporation - Class A Common Stock						18,400	I		See footnote <sup>(5)</sup>
Air Lease Corporation - Class A Common Stock						400	I		See footnote <sup>(6)</sup>
Air Lease Corporation - Class A Common Stock						200	I		See footnote <sup>(6)</sup>
						328,889	I		

Air Lease Corporation - Class A Common Stock				See footnote <u>(7)</u>
Air Lease Corporation - Class A Common Stock	101,667	I		See footnote <u>(8)</u>
Air Lease Corporation - Class A Common Stock	35,925	I		See footnote <u>(9)</u>
Air Lease Corporation - Class A Common Stock	2,700,000	I		See footnote <u>(10)</u>
Air Lease Corporation - Class A Common Stock	1,199,558	I		See footnote <u>(11)</u>

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock	\$ 20	03/05/2018		M		9,150		06/04/2011 <sup>(12)</sup>	06/04/2020	Class A Common	9,150

Option  
(Right to  
Buy)

Stock

Employee  
Stock

Option \$ 20 03/06/2018  
(Right to  
Buy)

M 56,286 06/04/2011<sup>(12)</sup> 06/04/2020 Class A Common 56,286  
Stock

## 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		Executive Chairman	

## Signatures

Courtney McKeown, on behalf of Steven F. Udvar-Hazy, Executive Chairman of the Board  
of Directors (Substitute Power of Attorney Attached)

03/07/2018

\_\_\_\_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) Represents the shares of the Issuer's Class A Common Stock issued to the reporting person upon the exercise of stock options granted under the Amended and Restated Air Lease Corporation 2010 Equity Incentive Plan.
- \$43.32 is the weighted average sales price. These shares were sold in multiple transactions at prices ranging from \$43.50 to \$43.25. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote 2 to this Form 4.
- (2) 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 the reporting person as custodian for one of the reporting person's grandchildren under the California Uniform Transfers to Minors Act. 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.
- (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)

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- (9) 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.
- (10) These shares are held by the Hazy Family Community Trust 5/28/85, of which the reporting person is the trustee.
- (11) These shares are held by the Udvar-Hazy Separate Property Trust, of which the reporting person is the trustee.
- (12) 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 4, 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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