

UDVAR-HAZY STEVEN F

Form 4

February 22, 2019

**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

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(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)

02/20/2019

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<br>Security<br>(Instr. 3)                    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of<br>(A) or (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|----------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Air Lease<br>Corporation -<br>Class A<br>Common<br>Stock | 02/20/2019                              |                                                             | A                                       | 90,188<br>(1)                                                                 | A \$ 0 1,037,870                                                                                                   | D                                                                          |                                                                   |
| Air Lease<br>Corporation<br>-Class A<br>Common<br>Stock  | 02/20/2019                              |                                                             | A                                       | 19,246<br>(2)                                                                 | A \$ 0 1,057,116                                                                                                   | D                                                                          |                                                                   |

28,300

I

|                                                          |         |   |                                   |
|----------------------------------------------------------|---------|---|-----------------------------------|
| Air Lease<br>Corporation -<br>Class A<br>Common<br>Stock |         |   | See<br>footnote<br>(3)<br><u></u> |
| Air Lease<br>Corporation -<br>Class A<br>Common<br>Stock | 10,900  | I | See<br>footnote<br>(4)<br><u></u> |
| Air Lease<br>Corporation -<br>Class A<br>Common<br>Stock | 13,600  | I | See<br>footnote<br>(4)<br><u></u> |
| Air Lease<br>Corporation -<br>Class A<br>Common<br>Stock | 11,100  | I | See<br>footnote<br>(5)<br><u></u> |
| Air Lease<br>Corporation-<br>Class A<br>Common<br>Stock  | 18,600  | I | See<br>footnote<br>(5)<br><u></u> |
| Air Lease<br>Corporation -<br>Class A<br>Common<br>Stock | 600     | I | See<br>footnote<br>(6)<br><u></u> |
| Air Lease<br>Corporation -<br>Class A<br>Common<br>Stock | 400     | I | See<br>footnote<br>(6)<br><u></u> |
| Air Lease<br>Corporation -<br>Class A<br>Common<br>Stock | 328,889 | I | See<br>footnote<br>(7)<br><u></u> |
| Air Lease<br>Corporation -<br>Class A<br>Common<br>Stock | 101,667 | I | See<br>footnote<br>(8)<br><u></u> |
|                                                          | 35,925  | I |                                   |

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|                                              |           |   |  |  |  |                   |
|----------------------------------------------|-----------|---|--|--|--|-------------------|
| Air Lease Corporation - Class A Common Stock |           |   |  |  |  | See footnote (9)  |
| Air Lease Corporation - Class A Common Stock | 1,199,558 | I |  |  |  | See footnote (10) |
| Air Lease Corporation - Class A Common Stock | 2,705,000 | I |  |  |  | See footnote (11) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Beneficially Owned Following Reported Transaction (Instr. 3) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | 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 |
| UDVAR-HAZY STEVEN F<br>AIR LEASE CORPORATION,<br>2000 AVENUE OF THE STARS, SUITE 1000N<br>LOS ANGELES, CA 90067 | X Executive Chairman             |

## Signatures

Carol Forsythe, on behalf of Steven F. Udvar-Hazy, Executive Chairman of the Board of Directors (Power of Attorney On File)

02/22/2019

\_\_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) This bonus award granted in the form of restricted stock units under the Air Lease Corporation 2014 Equity Incentive Plan, will cliff (100%) vest on February 20, 2021.
- (2) These restricted stock units granted under the Air Lease Corporation 2014 Equity Incentive Plan vest in three equal annual installments beginning on February 20, 2020.  
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.
- (7) These shares are held by Ocean Equities, Inc. which is 100% owned by the Hazy Family Community Property Trust 5/28/85 of which the reporting person is the trustee and beneficial owner.
- (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.
- (9) These shares are held by the Udvar-Hazy Separate Property Trust, of which the reporting person is the trustee.
- (10) These shares are held by the Hazy Family Community Property Trust 5/28/85, of which the reporting person is the trustee and beneficial owner.
- (11)

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.