

SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Plueger John L</u>			2. Issuer Name and Ticker or Trading Symbol <u>AIR LEASE CORP [AL]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO AND PRESIDENT		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/31/2025</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O AIR LEASE CORPORATION 2000 AVENUE OF THE STARS, SUITE 1000N			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>LOS ANGELES CA 90067</u>								
(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 Lease Corporation - Class A Common Stock	12/31/2025		A		171,338 ⁽¹⁾	A	\$0	897,279	D	
Air Lease Corporation - Class A Common Stock	12/31/2025		F		87,007	D	\$64.23	810,272	D	
Air Lease Corporation - Class A Common Stock	12/31/2025		A		143,642 ⁽²⁾	A	\$0	953,914	D	
Air Lease Corporation - Class A Common Stock	12/31/2025		F		72,942	D	\$64.23	880,972	D	
Air Lease Corporation - Class A Common Stock								500	I	See footnote ⁽³⁾
Air Lease Corporation - Class A Common Stock								500	I	See footnote ⁽³⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

1. Shares issued upon the vesting of performance-based restricted stock units granted to the reporting person in 2023 under the Air Lease Corporation 2014 Equity Incentive Plan.

2. Represents performance-based restricted stock units granted to the reporting person in 2024 that were scheduled to vest or be forfeited based on the attainment of performance-based vesting conditions during the performance period ending on December 31, 2026. The vesting of the portion reflected herein was accelerated in order to mitigate the potential impact of Sections 280G and 4999 of the Internal Revenue Code of 1986, as amended, on the Issuer and certain of its employees in connection with the pending transactions contemplated by the Agreement and Plan of Merger, dated September 1, 2025, by and among the Issuer, Sumisho Air Lease Corporation Designated Activity Company (formerly known as Gladiators Designated Activity Company) and Takeoff Merger Sub Inc.

3. 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 to be an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purposes.

/s/ Lauren Jaeger, Attorney-
in-Fact 01/05/2026

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.