

Wheeler Real Estate Investment Trust, Inc.
 Form 4
 December 09, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Wheeler Jon S

2. Issuer Name and Ticker or Trading Symbol
 Wheeler Real Estate Investment Trust, Inc. [whlr]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2529 VIRGINIA BEACH BOULEVARD, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
 11/10/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO & Chairman

(Street)
 VIRGINIA BEACH, VA 23452

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 (D) Price			
Common Stock	12/08/2016		P	6,875 A \$ 1.59	720,699	D	
Common Stock					49,547	I	Held in profit sharing plan
Common Stock					31,680	I	Owned by spouse
Common Stock					2,572	I	Controlled through interests in

Common stock	1,600	I	other entities Held by dependent child
Common Stock	2,950	I	Held by trust in the names of dependent children

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

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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
Common Units	(1)	11/10/2016	11/10/2016	A	65,292	(4) (3)	Common Stock 65,292
Common Units	(1)					(2) (3)	Common Stock 1,585,819
Common Units	(1)					(2) (3)	Common Stock 330,542
Common Units	(1)					(2) (3)	Common Stock 3,123
Common Units	(1)					(2) (3)	Common Stock 31,234

