

Wheeler Real Estate Investment Trust, Inc.
 Form 4
 May 20, 2016

FORM 4

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

OMB APPROVAL

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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

(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)
 05/19/2016

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price \$ |
| Common Stock | 05/19/2016 | | P | | 37,500 | A | 1.5 <u>(1)</u> |
| Common Stock | | | | | | | 31,680 |
| Common Stock | | | | | | | 12,047 |
| Common Stock | | | | | | | 2,572 |

| | | | | | | | |
|--------------|--|--|--|--|-------|---|--|
| Common Stock | | | | | 1,600 | I | interests in other entities Held by dependent child |
| Common Stock | | | | | 2,950 | I | Held by trusts in the name of dependent children |

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

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(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. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Units | (2) | | | | | (3) | (4) | Common Stock | 1,584,858 |
| Common Units | (2) | | | | | (5) | (4) | Common Stock | 961 |
| Common Units | (2) | | | | | (3) | (4) | Common Stock | 308,422 |
| Common Units | (2) | | | | | (5) | (4) | Common Stock | 22,120 |

| | | | | | |
|-----------------|-----|-----|-----|-----------------|--------|
| Common Units | (2) | (3) | (4) | Common Stock | 3,123 |
| Common Units | (2) | (3) | (4) | Common Stock | 31,234 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Wheeler Jon S 2529 VIRGINIA BEACH BOULEVARD SUITE 200 VIRGINIA BEACH, VA 23452 | X | | CEO & Chairman | |

Signatures

/s/ Jon S.
Wheeler

05/20/2016

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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from prices from \$1.49 to \$1.51. The reporting person undertakes to provide Wheeler Real Estate Investment Trust, Inc. (the "Company"), and security holder of the Company, or the staff of the Securities and Exchange Commission (the "Commission"), upon request, full information regarding the number of shares sold at each separate price within the price range set forth in this footnote.

(2) Pursuant to the Partnership Agreement of Wheeler REIT, L.P. (the "Partnership"), holders of the Partnership, may, after a one year holding period, elect to exchange their common units for common stock of the Company on an one-for-one basis. Upon a redemption request, the Company has the option to purchase the common units directly, either in cash or common stock of the Company.

(3) These common units have been held for one year and therefore may be redeemed in accordance with the Partnership Agreement.

(4) These derivative securities do not have an expiration date.

(5) These common units have been held for less than one year and therefore may not be currently exchanged.

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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