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

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FORM	14					~~~				APPROVAL	
	UNITED	STATES		RITIES A shington,			NGE (COMMISSION	OMB Number:	3235-0287	
Check th if no long	aar								Expires:	January 31,	
subject to Section 1 Form 4 c	SIAIE 16.	STATEMENT OF CHANGES IN BENEFICIAL OWNE SECURITIES							Estimated burden ho response.	urs per	
Form 5 obligatio may com See Instr 1(b).	tinue. Section 17	(a) of the	Public U		ding Con	npany	Act o	e Act of 1934, f 1935 or Sectio 40	·		
(Print or Type]	Responses)										
1. Name and A Wheeler Jon	Address of Reporting n S	g Person <u>*</u>	Symbol	r Name and			-	5. Relationship o Issuer	f Reporting Pe	rson(s) to	
			Wheeler Real Estate Investment Trust, Inc. [whlr]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)					_X_ Director10% Owner _X_ Officer (give titleOther (specify			
	INIA BEACH RD, SUITE 200		12/19/2	-				below) CE	below) O & Chairmar	1	
				4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person			
VIRGINIA	BEACH, VA 23	452						Form filed by Person	More than One F	Reporting	
(City)	(State)	(Zip)	Tab	le I - Non-E	Derivative	Secur	ities Aco	quired, Disposed o	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5) ar) (Instr. 8) (A)				6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common				Code V	Amount	or (D)	Price \$	(Instr. 3 and 4)			
Stock	12/19/2016			Р	8,867	А	ф 1.59	729,566	D		
Common Stock	12/20/2016			Р	22,000	А	\$ 1.65	751,566	D		
Common Stock								49,547	Ι	Held in profit sharing plan	
Common Stock								31,680	I	Owned by spouse	
								2,572	I		

Common Stock			Controlled through interests in other entities
Common Stock	1,600	I	Held by dependent child
Common Stock	2,950	Ι	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.

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.

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)	4. Transactio Code (Instr. 8)	5. 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. Prio Deriv Secur (Instr.
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Units	<u>(1)</u>				(2)	<u>(3)</u>	Common Stock	1,585,819	
Common Units	<u>(1)</u>				(2)	<u>(3)</u>	Common Stock	330,542	
Common Units	<u>(1)</u>				(4)	(3)	Common Stock	65,292	

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Common Units	(1)	(2)	(3)	Common Stock	3,123
Common Units	(1)	(2)	(3)	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		Х		CEO & Chairman				
Signatures								
/s/ Jon S. Wheeler	12/20/2016							
**Cionatura of	Dete							

**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).

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 Wheeler Real Estate Investment Trust, Inc. (the "Company")

- (1) Infolding period, elect to exchange their common units for common stock of whether Kear Estate investment (fully, either in cash or common stock of the Company.
- (2) These common units have been held for one year and therefore may be redeemed in accordance with the Partnership Agreement.
- (3) These derivative securities do not have an expiration date.
- (4) 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. 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.