McGowan Carl B. Jr. Form 4 July 19, 2017

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person *

5. Relationship of Reporting Person(s) to Issuer

McGowan Carl B. Jr.

Symbol

Wheeler Real Estate Investment

2. Issuer Name and Ticker or Trading

Trust, Inc. [whlr]

(Check all applicable)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

05/05/2017

X_ Director 10% Owner Officer (give title Other (specify

RIVERSEDGE NORTH, 2529 VIRGINIA BEACH, BLVD., SUITE

(Street)

(State)

200

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

VIRGINIA BEACH, VA 23452

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Amount (D) Code V

723

Price \$

Α

(A)

6,953 (2)

Transaction(s) (Instr. 3 and 4)

Common 05/05/2017 Stock

 $A^{(3)}$ 979

 $A^{(1)}$

\$ 10.21 $7,932 \stackrel{(2)}{=}$

13.84

(1)

D

D

Common Stock

07/19/2017

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

SEC 1474 (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative		e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr.	3 and 4)		Own
	Security										Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3, 4, and 5)						
									Amount		
						Exercisable Date	Expiration	T'41	or		
							Date		Number		
									of		
				Code V	(A) (D)				Shares		

X

Reporting Owners

Reporting Owner Name / Address

Relationships

10% Owner Officer Director Other

McGowan Carl B. Jr.

RIVERSEDGE NORTH, 2529 VIRGINIA BEACH

BLVD., SUITE 200

VIRGINIA BEACH, VA 23452

Signatures

/s/ Carl B. 07/19/2017 McGowan, Jr.

**Signature of Reporting Date Person

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).
- Granted for first quarter board fees based upon the closing price of Wheeler Real Estate Investment Trust, Inc.'s (the "Company") **(1)** common stock on March 31, 2017.
- Effective March 31, 2017 the Company effected a one-for-eight reverse stock split of its common stock (the "Reverse Stock Split"). The amount of common stock reflected on this Form 4 has been adjusted to reflect the Reverse Stock Split.
- (3) Granted for second quarter board fees based upon the closing price of the Company's common stock on June 30, 2017.

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.

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