Form 4 or Form 5 obligations may continue. See Instruction 1(b).

United States Securities and Exchange Commission
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

Print or Type Responses

1. Name and Address of Reporting Person

Jones Andrew R

2. Issuer Name and Ticker or Trading Symbol

Wheeler Real Estate Investment Trust, Inc. [WHLR]

5. Relationship of Reporting Person(s) to Issuer

X Director

_____ 10% Owner

_____ Officer (give title below)

_____ Other (specify below)

1. Title of Security

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)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Type of Transaction

Date

Price

Amount

Common Stock

06/02/2020

S

112,266

D

$1.45

49,240

I

Held in managed funds (1)

Common Stock

06/03/2020

S

19,617

D

$1.45

29,623

I

Held in managed funds (1)

Common Stock

36,108

D

Common Stock

12,464

I

Held in IRA

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.

SEC 1474 (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 Price of Derivative Security

3. Transaction Date (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

9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)

10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

Code

V

(A) or

(D)

Date Exercisable

Expiration Date

Title

Amount or Number of Shares

Series B Convertible Preferred Stock

$40

(2)

(2)

Common Stock

1,313

2,100

D

Series B Convertible Preferred Stock

$40

(2)

(2)

Common Stock

28,334

45,335

I

Held in managed funds (1)

Series D Cumulative Convertible Preferred Stock

$16.96

(3)

(3)

Common Stock

31,840

21,600

I

Held in managed funds (1)
Jones Andrew R  
274 RIVERSIDE AVENUE  
WESTPORT, CT 06880  

X  

/S/ Andrew Jones  
06/03/2020  

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.