

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO & Chairman	
(Last) (First) (Middle) 2529 VIRGINIA BEACH BOULEVARD, SUITE 200		3. Date of Earliest Transaction (Month/Day/Year) 07/25/2014			
(Street) VIRGINIA BEACH, VA 23452		4. If Amendment, Date Original Filed(Month/Day/Year) 07/29/2014		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

Table 1 - 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	(A) or (D)	Price			
Common Stock								664,369	D	
Common Stock								12,047	I	Held in Profit Sharing Plan
Common Stock								2,572	I	Controlling Interests in Limited Partnership
Common Stock								1,600	I	Held by dependent child

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 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. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 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)	(D)	Date Exercisable	Expiration Date						Title
Common Units	(1)	07/25/2014	07/25/2014	P		2,182		(4)	(3)	Common Stock	2,182	(1)	4,537	D	
Common Units	(1)							(2)	(3)	Common Stock	63,468		63,468	D	
Common Units	(1)							(4)	(3)	Common Stock	14,038		14,038	I	Controlled though interests in limited partnership
Common Units	(1)							(2)	(3)	Common Stock	278,297		278,297	I	Controlled though interests in limited partnership
Common Units	(1)							(4)	(3)	Common Stock	3,123		3,123	I	Owned by spouse

Common Units	(1)							(4)	(3)	Common Stock	31,234		31,234	I	Held by Trusts in the names of dependent children
--------------	-----	--	--	--	--	--	--	-----	-----	--------------	--------	--	--------	---	---

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

Jon S. Wheeler	08/01/2014
**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 Real Estate Investment Trust, L.P. (the "Partnership"), holders of the Partnership may, after a one year holding period, elect to exchange their (1) common units for common stock in Wheeler Real Estate Investment Trust, Inc. (the "Company") on a 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.

(2) These common units have been held for at least one year and therefore may be exchanged 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.

Remarks:

This Form 4/A amends the Form 4 dated and filed on July 29, 2014 and is being filed solely to correct the amount of common units purchased from 8,729 to 2,182.

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.