



Common Stock	09/06/2016		j(1)	350.56	A	\$ 1.75	6,435.68	I	trusts in the names of dependent children
Common Stock	10/05/2016		j(1)	354.30	A	\$ 1.75	6,789.98	I	Held by trusts in the names of dependent children
Common Stock	11/03/2016		j(1)	367.10	A	\$ 1.70	7,157.08	I	Held by trusts in the names of dependent children
Common Stock	12/05/2016		j(1)	383.94	A	\$ 1.64	7,541.02	I	Held by trusts in the names of dependent children
Common Stock							751,566	D	
Common Stock							49,547	I	Held in profit sharing plan
Common Stock							31,680	I	Owned by spouse
Common Stock							2,572	I	Controlled through interests in other entities
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.

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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 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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Units							(3)	(4)	Common Stock	1,585,819		1,585,819	D	
Common Units							(3)	(4)	Common Stock	330,542		330,542	I	Controlled through interests in other entities
Common Units							(5)	(4)	Common Stock	65,292		65,292	I	Controlled through interests in other entities
Common Units							(3)	(4)	Common Stock	3,123		3,123	I	Owned by spouse
Common Units							(3)	(4)	Common Stock	31,234		31,234	I	Held by trusts in the names of dependent

## 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		01/06/2017
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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 trusts in the names of the dependent children of the reporting person acquired these shares of common stock under a dividend reinvestment plan, pursuant to a dividend reinvestment transaction exempt from Section 16 under Rule 16a-11.
- 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
- (2) units for common stock of 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.
- (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 provided 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.