FORM 4

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

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

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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

1. Name and Address	· · · · · · · · · · · · · · · · · · ·	on *	2. Issuer Name an	d Ticker of	r Trac	ling Sym	bol		5. Relationship of Reporting Perso					
Zwerdling Jeffrey	М.		Wheeler Real Es	tate Inves	tmer	nt Trust,	Inc. [(Check all appli X Director	icable) 10% Owner					
(Last) RIVERSEDGE NO BEACH, BLVD., S	3. Date of Earliest 7 10/17/2018	Fransaction	(Mor	nth/Day/	Year)	Officer (give title below)	Other (specify be	low)						
VIRGINIA BEAC	4. If Amendment, D	Date Origina	al File	ed(Month/I	Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person								
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security 2. Transaction (Instr. 3) Date (Month/Day/Yea)			2A. Deemed Execution Date, if any		4. Secur (A) or E (Instr. 3	rities Ac Disposec	equired	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form:	Beneficial				
			(Month/Day/Year)	Code	v	Amount		Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)			
Common Stock		10/17/2018		A <mark>(1)</mark>		5,724	А	\$ 4.28 (1)	69,065	D				
Common Stock									1,111	Ι	Held in profit sharing plan			
Common Stock									750	I	Owned by spouse			
Reminder: Report on a	a separate line for	each class of securiti	es beneficially owne	ed directly of	or ind	irectly.								
	·				cont	ained ir	this f	orm are	the collection of information not required to respond unles valid OMB control number.		1474 (9-02)			
			Derivative Securiti						y Owned					
L	<u> </u>	((e.g., puts, calls, wa	rrants, op						- 1	1			

		(e.g.,	puts, cal	ls, w	arrar	its, oj	ptions, convo	ertible secu	rities)				_
1. Title of Derivative Security (Instr. 3)	Conversion	3A. Deemed Execution Date, if any (Month/Day/Year)	Code)	of	vative rities ired r osed) :. 3,	6. Date Exe and Expirati (Month/Day	ion Date //Year)	7. Title and Amount of Underlying Securities (Instr. 3 an	;	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series D Cumulative Covertible Preferred Stock	\$ 16.96						<u>(2)</u>	(2)	Common Stock	1,474	1,000	D	
Series D Cumulative Covertible Preferred Stock	\$ 16.96						<u>(2)</u>	(2)	Common Stock	5,896	4,000	Ι	Owned by spouse
Series B Convertible Preferred Stock	\$ 40						<u>(3)</u>	(3)	Common Stock	2,500	4,000	Ι	Held in profit sharing plan
Series B Convertible Preferred Stock	\$ 40						(3)	<u>(3)</u>	Common Stock	6,250	10,000	D	
Common Stock Warrants	\$ 44						<u>(4)</u>	<u>(4)</u>	Common Stock	1,500	12,000	D	Held in
													field in

Common Stock	\$ 44				<u>(4)</u>	<u>(4)</u>	Common Stock	600	4,800	Ι	profit sharing
Warrants											plan

Reporting Owners

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Zwerdling Jeffrey M. RIVERSEDGE NORTH, 2529 VIRGINIA BEACH BLVD., SUITE 200 VIRGINIA BEACH, VA 23452	Х							

Signatures

/s/ Jeffrey M. Zwerdling	10/18/2018
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).

(1) Granted for third quarter board fees based upon the closing price of Wheeler Real Estate Investment Trust, Inc.'s common stock on September 28, 2018.

(2) Each share of Series D Cumulative Convertible Preferred Stock (the "Series D Stock") is convertible into shares of the Company's common stock at \$16.96 per share. The Series D Stock has no expiration date.

(3) Each share of Series B Convertible Preferred Stock (the "Series B Stock") is convertible into shares of the Company's common stock at \$40.00 per share. The Series B Stock has no expiration date.

(4) The common stock warrants are exercisable at \$44.00 per share. The common stock warrants expire on April 29, 2019.

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.