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 OMB AP Washington, D.C. 20549 OMB

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL OMB 3235-Number: 0287 Expires: November 30, 2011 Estimated average burden hours per response... 0.5

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

(Print or Type Res	ponses)		1											
1. Name and Adda Wheeler Jon S	2. Issuer Symbol Wheeler Inc. [WH	Real Es				0	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director10% Owner _X_ Officer (give title Other (specify below)							
(Last) 2529 VIRGINI BOULEVARD	3. Date of (Month/Da 11/18/20	ay/Year)	Trans	saction		helow) Chairman & CEO								
VIRGINIA BE	4. If Amer Filed(Month			Original		6. Individual or Joint/Group Filing(Check Applicable Line) .X. Form filed by One Reporting Person 								
(City)	(State) (Z	üp)	Table 1	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	(Month/Day/Year) any			3. Transact Code (Instr. 8		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)			Securities Beneficially Owned Following Reported		Beneficial Ownership			
				Code	v	Amount	or	Price	Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)				
Common Stock	11/18/2013	11/18/2	2013	Р		6,247	A	\$ 3.9999	6,247	I	Held in Profit Sharing Plan			
Common Stock									82,200	D				
Common Stock									2,572	I	Controlling interest in limited partnership			
Common Stock									1,600	Ι	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 SEC 1474 information contained in this form are not (9-02) required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warr	ants, options, convertible securities)
--------------------------	--

	(e.g., puts, cans, warrants, options, convertible securities)														
Security	Conversion	(Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code		5. Num of Deriv Secu Acqu (A) c Disp of (D (Instu 4, an	ber vative rities iired or osed 0) r. 3,	and Expirati (Month/Day			of Underlying Securities (Instr. 3 and 4)		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)		Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Units	<u>(1)</u>							<u>(2)</u>	<u>(3)</u>	Common Stock	256,202		256,202	Ι	Controlling interests in limited partnerships
Common Units	<u>(1)</u>							<u>(4)</u>	<u>(3)</u>	Common Stock	28,343		28,343	Ι	Controlling interests in limited partnerships
Common Units	<u>(1)</u>							<u>(4)</u>	<u>(3)</u>	Common Stock	3,123		3,123	Ι	Owned by spouse
															Owned by

Commor Units	<u>(1)</u>			<u>(4)</u>	<u>(3)</u>	Common Stock	31,234	31,234	Ι	Trusts in the names of dependent children
Commor Units	<u>(1)</u>			<u>(2)</u>	<u>(3)</u>	Common Stock	63,468	63,468	D	

### **Reporting Owners**

Beneating Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Wheeler Jon S 2529 VIRGINIA BEACH BOULEVARD SUITE 200 VIRGINIA BEACH, VA 23452	Х		Chairman & CEO					

## Signatures

/s/ Jon S. Wheeler	11/19/2013	
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 LP (the "Partnership"), holders of the Partnership may, after a one year holding period, elect to exchange their 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 in common stock of the Company.

(2) These common units have been held for a year and therefore may be currently exchanged.

(3) These derivative securities do not have an expiration date.

(4) These common units have been held for less than a year and therefore may not be currently exchanged.

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.