FORM 4

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

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

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

Name and Address of Reporting Person * McAuliffe John P			2. Issuer Name and Ticker or Trading Symbol Wheeler Real Estate Investment Trust, Inc. [whlr]							_X_ Direc	(Ch	eck all applic	able) 10% Owner		
) ST CYPRI	(First) ESS CREEK I	(Middle) ROAD, SUITE			t Transa	actio	n (M	Ionth/Da	y/Year)						
(Street) FORT LAUDERDALE, FL 33309			4. If Amendment, Date Original Filed(Month/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						
)	(State)	(Zip)		Tal	ble I - N	Non-	Deri	vative S	ecuritie	es Acqu	ired, Disp	osed of, or	Beneficially	Owned	
Security	D	2. Transaction Date (Month/Day/Year)	any	ate, if	te, if Code (Instr.		(A) or Disposed of (D		Beneficially Owned Following Reported Transaction(s)		Following n(s)	Ownership of Form:	Beneficial		
			(Month/Day/	Year)		de	V	Amoun	(A) or t (D)	Price		and 4)		or Indirect	Ownership (Instr. 4)
Stock	0	4/29/2016			A	<u>1)</u>		5,800	A	\$ 1.25 (1)	5,800			D	
Report on a	separate line for	each class of secu	urities benefic	ially	owned	ŀ	Pers	ons whained i	n this f	orm a	re not req	uired to re	espond unl	ess	C 1474 (9- 02)
												i			
		3A. Deemed Execution Da	4. Transa Code	ction	5. Number of		6. Date Exercisable and Expiration Date		7. An Un Sec	Fitle and nount of derlying curities str. 3 and	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (Dor Indirect	(Instr. 4)	
							Date	-	Expirat	ion Tit	Amount or le Number of				
) () () () () () () () () () (Stock Report on a : 2. Conversion or Exercise Price of Derivative	ST CYPRESS CREEK I (Street) AUDERDALE, FL 3330 (State) ecurity 2 Conversion or Exercise Price of Derivative	ST CYPRESS CREEK ROAD, SUITE (Street) AUDERDALE, FL 33309 (State) (Zip) ecurity 2. Transaction Date (Month/Day/Year) Stock 04/29/2016 Table II - I (Conversion or Exercise Price of Derivative (Month/Day/Year) 3A. Deemed Execution Date any (Month/Day/	Wheeler R [whlr] 3. Date of Each (29/2016) ST CYPRESS CREEK ROAD, SUITE (Street) 4. If Amend AUDERDALE, FL 33309 (State) 2. Transaction Date (Month/Day/Year) (Month/Day/2016) Stock 4. If Amend 24. Deemed Execution Date (Month/Day/Year) 25. Table II - Derivative Section Date (e.g., puts, call any (Month/Day/Year)) 26. Table II - Derivative Section Date (Month/Day/Year) 37. Transaction Date (e.g., puts, call any (Month/Day/Year)) 38. Deemed Execution Date (e.g., puts, call any (Month/Day/Year))	Wheeler Real F [whlr] 3. 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Relationships

10% Owner Officer Other

Signatures

McAuliffe John P

/s/ John P. McAuliffe	05/02/2016
**Signature of Reporting Person	Date

FORT LAUDERDALE, FL 33309

Reporting Owner Name / Address

1451 WEST CYPRESS CREEK ROAD, SUITE 204

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 in lieu of first quarter cash board fees based upon the closing stock price of the company's common stock on March 31, 2016.

Director

X

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 nu	mber.