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

OMB APPROVAL					
DMB Number:	3235-0287				
Estimated average burden					
ours per respon	se 0.5				

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

pe Kesponse	-)									- 1						
Name and Address of Reporting Person * Sweet John				2. Issuer Name and Ticker or Trading Symbol Wheeler Real Estate Investment Trust, Inc. [whlr]					-	_X_ Direct	(Che	eck all applic	able) 10% Owner			
EDGE NO BLVD.	(First) RTH, 2529 VIF	(Middle) RGINIA	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2017				ay/Year)									
а ВЕАСН,	(Street) VA 23452		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting PersonForm filed by More than One Reporting Person								
1	(State)	(Zip)		7	Γabl	le I - No	n-Dei	rivative S	Securities A	Acquii	red, Disp	ed, Disposed of, or Beneficially Owned				
(Instr. 3) Date		te	Execu any	Execution Date, if any		Code (Instr. 8)		(A) or (D)	(A) or Disposed of		Beneficia Reported	ally Owned Following I Transaction(s)		Ownership of Form: I Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Code	V	Amou	(A) or (D)	Price		(I) (Instr. 4)		(I)	msu. 4)	
Stock	02	/28/2017				A(1)		14,70	6 I A		28,382			D		
Report on a	separate line for e	ach class of secu	rities b	beneficial	ly o	wned dir	, ,		ho respon	nd to	the colle	ection of in	formation	SE	C 1474 (9-	
							cor	ntained	in this for	m are	e not req	uired to re	spond unl	ess	02)	
						-		•			ly Owned	l				
Derivative Conversion Da	(Month/Day/Year) any		te, if Transaction of Code Derivat (Instr. 8) Securit Acquir (A) or Dispose of (D) (Instr. 2)		5. Numbof Derivative Securities Acquired A) or Disposed of (D) Instr. 3,	and Expiration Date (Month/Day/Year) S (4		7. Ti Amo Unde Secu	ount of erlying irities	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (I or Indire	(Instr. 4)			
							Da	4	Expiration		Amount					
	EDGE NO. BLVD. A BEACH, ecurity Stock Report on a second or Exercise Price of Derivative	EDGE NORTH, 2529 VIESTAVD. (Street) A BEACH, VA 23452 (State) ecurity 2. (State) Stock O2 Conversion or Exercise Price of Derivative (Month/Day/Yea	EDGE NORTH, 2529 VIRGINIA BLVD. (Street) A BEACH, VA 23452 (State) (Zip) ecurity 2. Transaction Date (Month/Day/Year) Stock 02/28/2017 Table II - D (6 2. Conversion or Exercise Price of Derivative (Month/Day/Year) 3A. Deemed Execution Datany (Month/Day/Year) (Month/Day/Year)	Whe [whl Carry (First) (Middle) 3. Da	Wheeler Rea [whlr] 3. Date of Earli 02/28/2017 BEDGE NORTH, 2529 VIRGINIA BEACH, VA 23452 (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock Date Table II - Derivative Securices beneficial Table III - Derivative Securices (e.g., puts, calls, any (Month/Day/Year)) Transaction Date (e.g., puts, calls, any (Month/Day/Year)) Table III - Derivative Securices (Month/Day/Year) Month/Day/Year) A BEACH, VA 23452 2. Transaction Date (e.g., puts, calls, any (Month/Day/Year)) Table III - Derivative Securices (e.g., puts, calls, any (Month/Day/Year)) Transaction Date (Instr. 8)	Wheeler Real Est [whlr] 3. Date of Earliest O2/28/2017 Stock Conversion or Exercise Price of Derivative Security Stock Wheeler Real Est [whlr] 3. Date of Earliest O2/28/2017 4. If Amendment, I A BEACH, VA 23452 2. Transaction Date (Month/Day/Year) Table II - Derivative Securities beneficially or Code (Instr. 8) Table II - Derivative Securities Securities (e.g., puts, calls, war (Month/Day/Year)) Table II - Derivative Securities (e.g., puts, calls, war (Month/Day/Year)) Table II - Derivative Securities (e.g., puts, calls, war (Month/Day/Year)) Table II - Derivative Securities (e.g., puts, calls, war (Month/Day/Year))	Wheeler Real Estate Investigation [whlr] 3. Date of Earliest Transaction 02/28/2017 4. If Amendment, Date Original Execution Date (Instr. 8) Code Stock Code Stock Conversion or Exercise (Month/Day/Year) Conversion or Exercise (Month/Day/Year) Code Derivative Securities (Month/Day/Year) Code Stock Code (Instr. 8) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, of Code (Instr. 8) Code (Instr. 8) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, of Code (Instr. 8) Code (Instr. 8)	Wheeler Real Estate Investm [whlr] 3. Date of Earliest Transaction (102/28/2017 Street) 4. If Amendment, Date Original A BEACH, VA 23452 (State) (State) (Zip) Table I - Non-Determiny (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Code V Stock 02/28/2017 A (I) Report on a separate line for each class of securities beneficially owned directly Table II - Derivative Securities Acquired, Interest (Reg., puts, calls, warrants, option) Table II - Derivative Securities Acquired, Interest (Month/Day/Year) (Reg., puts, calls, warrants, option) A (I) Per cor (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Wheeler Real Estate Investment True [whlr] 3. Date of Earliest Transaction (Month/Da) 2/28/2017 4. If Amendment, Date Original Filed(Month/Da) 5. Code (A) or Code (Cas., puts., calls, warrants, options, converted (Cas., puts., calls, warrants, options, converted (Code (Cas.)) 5. Number (A) or Derivative Securities Securities Securities Securities Acquired (A) or Disposed of (D) (Instr. 8) Transaction Date (Month/Da)/Year) 3. Transaction Code (Cas., puts., calls, warrants, options, converted (Code (Cas.)) 6. Date Execution Date, if Transaction of Code (Cas.) 7. Number (Code (Cas.)) 8. Number (Code (Ca	Wheeler Real Estate Investment Trust, Inc. [whlr] 3. Date of Earliest Transaction (Month/Day/Year) 02/28/2017 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. Table I - Non-Derivative Securities Acq (A) or Disposed of (D) (Instr. 3, 4 and 5) 6. Date (e.g., puts, calls, warrants, options, convertible security 6. Table II - Derivative Securities Acquired, Disposed of, or Bench (Month/Day/Year) 8. Table II - Derivative Securities Acquired, Disposed of, or Bench (Month/Day/Year) 9. Stock 02/28/2017 9. Table II - Derivative Securities Acquired, Disposed of, or Bench (e.g., puts, calls, warrants, options, convertible security 9. Securities Acquired (Month/Day/Year) 9. Stock 0.	Wheeler Real Estate Investment Trust, Inc. [whlr] 3. Date of Earliest Transaction (Month/Day/Year) 02/28/2017 4. If Amendment, Date Original Filed(Month/Day/Year) A BEACH, VA 23452 (State) (Zip) Table I - Non-Derivative Securities Acquired (A) or Disposed of (Instr. 8) (Instr. 3, 4 and 5) Report on a separate line for each class of securities beneficially owned directly or Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Conversion Date (Month/Day/Year) (Month/Day/Year) (Instr. 8) S. Number 6. Date Exercisable (Instr. 8) Code (Month/Day/Year) (Instr. 3, 4) (Instr. 3, 4) A Deemed (e.g., puts, calls, warrants, options, convertible securities) Code (Instr. 8) Code (Instr. 8)	Wheeler Real Estate Investment Trust, Inc. [whlr] 3. Date of Earliest Transaction (Month/Day/Year) 02/28/2017 4. If Amendment, Date Original Filed(Month/Day/Year) 02/28/2017 5. Table I - Non-Derivative Securities Acquired, Disposed of (Instr. 3) (Instr. 3, 4 and 5) Stock 02/28/2017 2. Transaction Date (Month/Day/Year) 02/28/2017 2. Code V Amount (A) or Price (Instr. 3) (Instr. 3, 4 and 5) Code V Amount (D) Price 07/28/2017 2. Code V Amount (D) Price 07/28/2017 2. Table II - Derivative Securities Acquired, Disposed of (Instr. 3) 02/28/2017 2. Table II - Derivative Securities Acquired, Disposed of or Beneficially Owned Contained in this form are not required from displays a currently valid and Execution Date (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Contained in this form are not required from Code (Instr. 8) 02/28/2017 3. Transaction Conversion Date (e.g., puts, calls, warrants, options, convertible securities) 02/28/2017 3. Transaction Conversion Date (e.g., puts, calls, warrants, options, convertible securities) 03. Date Earliest Transaction (Month/Day/Year) 04. If Amendment, Date Original Filed(Month/Day/Year) 05. Individual Securities Acquired (A) or Disposed of Original Filed(Month/Day/Year) 06. Individual Securities Acquired (A) or Disposed of Original Filed(Month/Day/Year) 07. Title and Conversion Date (Earlies) (Instr. 8) 08. Number (Earlies) (Instr. 8) 09/28/2017 3. Transaction Conversion Date (Earlies) (Instr. 8) 09/28/2017 2. Substraction (Earlies) (Instr. 8) 09/28/	Wheeler Real Estate Investment Trust, Inc. [whlr] Wheeler Real Estate Investment Trust, Inc. [whlr] 3. Date of Earliest Transaction (Month/Day/Year) 02/28/2017 4. If Amendment, Date Original Filed(Month/Day/Year) A BEACH, VA 23452 (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock 02/28/2017 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock 02/28/2017 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Robert Grive title belo (A) or Disposed of (Instr. 8) (D) (Instr. 3, 4 and 5) (Instr. 3,	Wheeler Real Estate Investment Trust, Inc. [whlr] 3. Date of Earliest Transaction (Month/Day/Year) 02/28/2017 4. If Amendment, Date Original Filed(Month/Day/Year) 02/28/2017 4. If Amendment, Date Original Filed(Month/Day/Year) 02/28/2017 5. A BEACH, VA 23452 7. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock 7. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Ce.g., puts, calls, warrants, options, convertible securities Code Conversion Date	Wheeler Real Estate Investment Trust, Inc. [whir] Wheeler Real Estate Investment Trust, Inc. [whir] 3. Date of Earliest Transaction (Month/Day/Year) 02/28/2017 4. If Amendment, Date Original Filed(Month/Day/Year) 05/28/2017 Code	

Reporting Owners

Bounding Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Sweet John RIVERSEDGE NORTH 2529 VIRGINIA BEACH BLVD. VIRGINA BEACH, VA 23452	X					

Signatures

/s/ John Sweet	03/01/2017
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 2016 discretionary bonus based upon the closing price of the company's common stock on December 30, 2016.

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.