# FORM 5

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

OMB APPROVAL				
OMB Number:	3235-0362			
Estimated average	burden			
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Form 3 Holdings Reported
Form 4 Transactions Reported

# Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported Find 4 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 of Reporting Person Wheeler Jon S		2. Issuer Name and Ticker or Trading Symbol Wheeler Real Estate Investment Trust, Inc. [whlr]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) (First) 2529 VIRGINIA BEACH BOULE 200		3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2015			X Director 10% Owner X Officer (give title below) Other (specify below)  CEO & Chairman					
(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Reporting (check applicable line)					
VIRGINIA BEACH, VA 23452							_X_ Form Filed by One Reporting Person Form Filed by More than One Reporting	Person		
(City) (State)	(Zip)	Ta	ble I - Non-Der	ivative S	ecuritie	s Acqu	ired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		isposed	of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership	
Common Stock	03/05/2015		J <sup>(1)</sup>	307.80	A	\$ 3.47	307.80	Ι	Held by trusts in the name of dependent children	
Common Stock	04/06/2015		<u>J<sup>(1)</sup></u>	461.86	A	\$ 2.30	769.66	I	Held by trusts in the name of dependent children	
Common Stock	05/05/2015		<u>J<sup>(1)</sup></u>	229.55	A	\$ 2.31	999.21	I	Held by trusts in the name of dependent children	
Common Stock	06/04/2015		<u>J<sup>(1)</sup></u>	234.04	A	\$ 2.30	1,233.25	I	Held by trusts in the name of dependent children	
Common Stock	07/06/2015		J <u>(1)</u>	268.52	A	\$ 2.01	1,501.77	I	Held by trusts in the name of dependent children	
Common Stock	08/05/2015		J(1)	282.97	A	\$ 1.92	1,784.74	I	Held by trusts in the name of dependent children	
Common Stock	09/03/2015		J(1)	287.68	A	\$ 1.90	2,072.42	I	Held by trusts in the name of dependent children	
Common Stock	10/05/2015		J <u>(1)</u>	294.39	A	\$ 1.87	2,366.81	I	Held by trusts in the name of dependent children	
									Held by	

Common Stock	11/05/2015	J <sup>(1)</sup>	282.59	A	\$ 1.97	2,649.40	I	trusts in the name of dependent children
Common Stock	12/03/2015	J <sup>(1)</sup>	300.65	A	\$ 1.87	2,950.05	I	Held by trusts in the name of dependent children
Commmon Stock						713,824	D	
Commmon Stock						31,680	I	Owned by spouse
Common Stock						12,047	I	Held in profit sharing plan
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.

Persons who respond to the collection of information contained in this form SEC 2270 (9-0) are not 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, warrants, options, convertible securities)

1. Title of 2. 11. Nature 5. Number 6. Date Exercisable 3A. Deemed 7. Title and Amount of 8. Price of 9. Number 10. 3. Transaction Ownership Derivative Conversion Date Execution Date, if Transaction of and Expiration Date Underlying Securities Derivative of of Indirect (Month/Day/Year) Security or Exercise (Month/Day/Year) any Code Derivative (Instr. 3 and 4) Security Derivative Form of Beneficial Derivative Ownership (Instr. 3) (Month/Day/Year) (Instr. 8) Price of Securities (Instr. 5) Securities Derivative Acquired Beneficially Security: (Instr. 4) Direct (D) Security (A) or Owned at Disposed or Indirect End of of (D) Issuer's (I) Fiscal Year (Instr. 3, (Instr. 4) 4, and 5) (Instr. 4) Amount or Date Expiration Title Number of Exercisable Date (D) (A) Shares Common Common (3) <u>(4)</u> 1,584,858 1,584,858 D Units Stock Common Common <u>(5)</u> <u>(4)</u> 961 961 D Units Stock Controlled through Common Common <u>(3)</u> 308,422 308,422 interests Units Stock in other entities Controlled through Common Common <u>(5)</u> 22,120 22,120 interests Units Stock in other entities Common Common Owned by (3) <u>(4)</u> 3,123 3,123 Units Stock spouse Held by trusts in Common Common the name <u>(3)</u> <u>(4)</u> 31,234 31,234 Units Stock of dependent children

# **Reporting Owners**

Reporting Owner Name / Address		Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Wheeler Jon S 2529 VIRGINIA BEACH BOULEVARD SUITE 200	X		CEO & Chairman				

VIDCINIA		

## **Signatures**

/s/ Jon S. Wheeler	01/19/2016
**Signature of Reporting Person	Date

## **Explanation of Responses:**

- $\star$  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 name 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 an 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.