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

	OMB APPROVAL								
ΟN	/IB Number:	3235-0287							
Es	Estimated average burden								
ho	urs per respons	e 0.5							

\_ 10% Owner \_ Other (specify below)

5. Relationship of Reporting Person(s) to Issuer

X Director

X\_ Officer (give title below)

(Check all applicable)

CEO & Chairman

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

1. Name and Address of Reporting Person \*

(Middle)

(Print or Type Responses)

Wheeler Jon S

(Last)

#### 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

2. Issuer Name and Ticker or Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)

Wheeler Real Estate Investment Trust, Inc. [whlr]

2529 VIRGINIA BEACH BOULEVARD, SUITE 200				05/19/2016								CEO & Chairman				
VIRGINIA BEACH, 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 Person  _Form filed by More than One Reporting Person			
(City	)	(State)	(Zip)			Т	able l	- Non-Do	erivative	Secur	rities Acqu	ired, Dispose	ed of, or Be	neficially Ow	ned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	Executio any	A. Deemed xecution Date, if ny Month/Day/Year)		3. Tra Code (Instr		(A) or E	A) or Disposed of (D)  Instr. 3, 4 and 5)				owing C F D	Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Со	de V	Amount	(A) c t (D)		:			() Instr. 4)	(	
Common	Stock		05/19/2016				F		37,500	A		751,324		Е	)	
Common	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
Common	Stock											2,950		I		Held by trusts in the name of dependent children
Reminder: 1	Report on a	separate line for ea	ch class of securitie	s benefici	ially	owne	d direc	Pers	sons wh	n this	form are	the collection not require	ed to respo	ond unless t		1474 (9-02)
			Table II -									y Owned				
Security	Conversion	3. Transaction Date (Month/Day/Year	3A. Deemed Execution Date, i	4. Transac Code	ction	Derivative (Month/Day/Year) (Instr. 3 and 4) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		g Securities ad 4)	Security (Instr. 5)  Derivative Securities Beneficially Owned Following Reported Transaction( (Instr. 4)		Ownersh Form of Derivativ Security: Direct (I or Indire	O) ct				
				Code	V	(A)	(D)	Date Exercisal	Expir ble Date	ration	Title	Amount or Number of Shares				
Common Units	<u>(2)</u>							(3)	(	<u>(4)</u>	Common	1,584,858		1,584,858	D	
Common Units	<u>(2)</u>							<u>(5)</u>	1	(4)	Common	961		961	D	
Common Units	<u>(2)</u>							(3)	(	<u>(4)</u>	Common Stock	308,422		308,422	I	Controlled through interests in other entities
																Controlled

Common Units	<u>(2)</u>				<u>(5)</u>	<u>(4)</u>	Common Stock	22,120	22,120	I	through interests in other entities
Common Units	<u>(2)</u>				(3)	<u>(4)</u>	Common Stock	3,123	3,123	I	Owned by spouse
Common Units	<u>(2)</u>				(3)	<u>(4)</u>	Common Stock	31,234	31,234	I	Held by trusts in the name of dependent children

## **Reporting Owners**

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

# **Signatures**

/s/ Jon S. Wheeler	05/20/2016
**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).
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions ranging from prices from \$1.49 to \$1.51. The reporting person (1) undertakes to provide Wheeler Real Estate Investment Trust, Inc. (the "Company"), and security holder of the Company, or the staff of the Securities and Exchange Commission (the "Commission"), upon request, full information regarding the number of shares sold at each separate price within the price range set forth in this footnote.
- 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 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.

 $Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, {\it see}\ Instruction\ 6 for procedure.$ 

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.