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Check this box if no longer	
subject to Section 16. Form 4	4
or Form 5 obligations may	1
continue. See Instruction 1(b).	
Form 3 Holdings Reported	

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL 1.0

 Washington, D.C. 20549
 OMB Number: 3235-0362

 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES
 Estimated average burden hours per response...

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Form 4 Transactions Reported Investment Company Act of 1940

1. Name and Address of Wheeler Jon S	Reporting Perso	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)	3. Statement for Issuer's Fiscal Year Ended					X Director10% Owner X Officer (give title below) Other (specify below)				
2529 VIRGINIA BEACH BOULEVARD, SUITE 200			(Month/Day/Year) 12/31/2016					CEO & Chairman			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Repor (check applicable			
VIRGINIA BEACH	, VA 23452							_X_Form Filed by One Reporting Person Form Filed by More than One Reporting I	Person		
(City)	(State)	(Zip)	T	able I - Non-Dei	rivative S	Securitio	es Acqu	ired, Disposed of, or Beneficially			
1.Title of Security		2. Transaction	2A. Deemed	3. Transaction	4. Secur			5. Amount of Securities	6.	7. Nature of	
(Instr. 3)		Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	(Instr. 8)	(A) or D (Instr. 3)	, 4 and 5 (A) or	5)	Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	or Indirect (I)	Beneficial Ownership	
Common Stock		01/06/2016		J <u>(1)</u>	Amount 295.96		Price \$ 1.91	3,245.96	(Instr. 4)	Held by trusts in the names of dependent children	
Common Stock		02/04/2016		J <u>(1)</u>	377.76	A	\$ 1.50	3,623.72	I	Held by trusts in the names of dependent children	
Common Stock		03/03/2016		J(<u>1)</u>	472.06	А	\$ 1.20	4,095.78	I	Held by trusts in the names of dependent children	
Common Stock		04/05/2016		J <u>(1)</u>	466.88	A	\$ 1.23	4,562.66	I	Held by trusts in the names of dependent children	
Common Stock		05/05/2016		J(1)	394.80	А	\$ 1.48	4,957.46	I	Held by trusts in the names of dependent children	
Common Stock		06/03/2016		J <u>(1)</u>	390.50	А	\$ 1.52	5,347.96	I	Held by trusts in the names of dependent children	
Common Stock		07/06/2016		J <u>(1)</u>	386.82	А	\$ 1.55	5,734.78	I	Held by trusts in the names of dependent children	
Common Stock		08/04/2016		J(1)	350.34	А	\$ 1.74	6,085.12	I	Held by trusts in the names of dependent children	
										Held by	

Common Stock	09/06/2016	·	<u>j(1)</u>	350.56	A	\$ 1.75	6,435.68	Ι	trusts in the names of dependent children
Common Stock	10/05/2016		J(1)	354.30	A	\$ 1.75	6,789.98	I	Held by trusts in the names of dependent children
Common Stock	11/03/2016		<u>J(1)</u>	367.10	A	\$ 1.70	7,157.08	I	Held by trusts in the names of dependent children
Common Stock	12/05/2016		J(L).	383.94	A	\$ 1.64	7,541.02	I	Held by trusts in the names of dependent children
Common Stock							751,566	D	
Common Stock							49,547	I	Held in profit sharing plan
Common Stock							31,680	Ι	Owned by spouse
Common Stock							2,572	I	Controlled through interests in other entities
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 information contained in this form $$SEC\,2270\,(9-02)$$ 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)														
Security (Instr. 3)	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	n of a		(Month/Day/Year) (Instr. 3 and 4)		Derivative Security (Instr. 5)		Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Units							<u>(3)</u>	<u>(4)</u>	Common Stock	1,585,819		1,585,819	D	
Common Units							<u>(3)</u>	<u>(4)</u>	Common Stock	330,542		330,542	Ι	Controlled through interests in other entities
Common Units							<u>(5)</u>	<u>(4)</u>	Common Stock	65,292		65,292	Ι	Controlled through interests in other entities
Common Units							<u>(3)</u>	<u>(4)</u>	Common Stock	3,123		3,123	Ι	Owned by spouse
Common Units							<u>(3)</u>	<u>(4)</u>	Common Stock	31,234		31,234	Ι	Held by trusts in the names of dependent

Reporting Owners

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

Signatures

/s/ Jon S. Wheeler	01/06/2017
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) The trusts in the names 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.

children

- (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.

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