# FORM 4

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

OMB APPROVAL						
OMB Number:	3235-0287					
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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

		rson *	0.7										
Name and Address of Reporting Person * King William Walter				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)  _X_ Director Officer (give title below)  Other (specify below)				
(Last) (First) (Middle) RIVERSEDGE NORTH, 2529 VIRGINIA BEACH BLVD., SUITE 200				3. Date of Earliest Transaction (Month/Day/Year) 01/18/2017									
(Street) 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				
)	(State)	(Zip)	Table I - Non-Derivative Securities Acqu					Acqu	iired, Disposed of, or Beneficially Owned				
ecurity		2. Transaction Date (Month/Day/Year)	any	Code (Instr. 8)	etion	(A) or D (D)	isposed, 4 and 5	of	Beneficially Owned Following Reported Transaction(s)  (Instr. 3 and 4)  Ownership Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount		Price				(I) (Instr. 4)	
Stock		01/18/2017		A(1)		4,265	A	\$ 1.70	31,087		D		
Stock									1,000		I	Owned by spouse	
Report on a	separate line fo	or each class of secu	rities beneficially o	wned direc	tly o	r							
					cont	ained in	this fo	rm ar	e not req	uired to re	spond un	less	EC 1474 (9- 02)
										l			
	Date	Execution Da Year) any	te, if Transaction Code Year) (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	and I (Mor	Expirationth/Day/	n Date Year)	Am Uno Sec (Ins 4)	ount of derlying urities tr. 3 and Amount or		Derivative Securities Beneficiall Owned Following Reported	Owners Form of Derivati Security Direct ( or Indirect) (I)	Ownership (Instr. 4)  Ownership
	EDGE NOIBLVD., SUBLVD., SUBLV., SUBLVD., SUBLVD., SUBLVD., SUBLVD., SUBLVD., SUBLVD., SUBLVD.	EDGE NORTH, 2529 NBLVD., SUITE 200 (Street)  A BEACH, VA 23452 (State)  ecurity  Stock  Stock  Report on a separate line for Conversion or Exercise Price of Derivative	EDGE NORTH, 2529 VIRGINIA BLVD., SUITE 200  (Street)  A BEACH, VA 23452  (State)  2. Transaction Date (Month/Day/Year)  Stock  O1/18/2017  Table II - D (e  2. Conversion Conversion Or Exercise Price of Derivative  3A. Deemed Execution Da any (Month/Day/Year)  (Month/Day/Year)	EDGE NORTH, 2529 VIRGINIA BLVD., SUITE 200  (Street)  A BEACH, VA 23452  2. Transaction Date (Month/Day/Year)  Stock  O1/18/2017  24. Deemed any (Month/Day/Year)  Stock  O1/18/2017  Stock  Table II - Derivative Securities (e.g., puts, calls, war or Exercise (Month/Day/Year) Price of Derivative Security  (Month/Day/Year)  3. Transaction Date (E.g., puts, calls, war or Exercise (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)	EDGE NORTH, 2529 VIRGINIA BLVD., SUITE 200  (Street)  A BEACH, VA 23452  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Stock  Table I - Non- Execution Date, if (Month/Day/Year)  Code  Stock  O1/18/2017  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, opt of Derivative Security  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, opt of Derivative Security  (Month/Day/Year)  A II Amendment, Date Origin of Code (Instr. 8)  Table II - Derivative Securities Securities Seneficially owned direct of Code (Instr. 8)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, opt of Operivative Securities Securities Securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Stock  Report on a separate line for each class of securities beneficially owned directly of the for Execution Date (e.g., puts, calls, warrants, options, and core exercise (Month/Day/Year)  Table II - Derivative Securities Acquired, Diate (e.g., puts, calls, warrants, options, and core exercise (Month/Day/Year)  Table II - Derivative Securities Acquired, Diate (e.g., puts, calls, warrants, options, and core exercise (Month/Day/Year)  Table II - Derivative Securities Acquired, Diate (e.g., puts, calls, warrants, options, and core exercise (Month/Day/Year)  Table II - Derivative Securities Acquired, Diagnost (e.g., puts, calls, warrants, options, and core exercise (Month/Day/Year)  Table II - Derivative Securities Acquired, Diagnost (e.g., puts, calls, warrants, options, and core exercise (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercise (A) Or Disposed of (D) (Instr. 3, 4, and 5)	DIGE NORTH, 2529 VIRGINIA BLVD., SUITE 200  (Street)  A BEACH, VA 23452  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Stock  O1/18/2017  A Lif Amendment, Date Original Filed(Month Original Filed(Month Original Filed(Month Date Original Filed(Month Ori	A BEACH, VA 23452    Cap   Cap   Cap   A lif Amendment, Date Original Filed (Month/Day/Year)	BLVD., SUITE 200  (State)  A BEACH, VA 23452  (State)  (A) or Disposed of (A) or Disposed of (Code (Instr. 3) and State (Instr. 3) and Sta	Stock   O1/18/2017   A. If Amendment, Date Original Filed(Month/Day/Year)   A. If Amendment, Date Original Filed(Month/	A BEACH, VA 23452   Stock   Date   Code   Code	Stock   O1/18/2017   A   If Amendment, Date Original Filed(Month/Day/Year)   A   If	Stock   Ol/18/2017   A BEACH, VA 23452   Stock   Ol/18/2017   A BEACH, VA 23452   A BEACH, VA 23452   Stock   Ol/18/2017   A BEACH, VA 23452   A BEACH, VA 23452   Cap   Table 1 - Non-Derivative Securities Acquired, Olymorphic Person   Form filed by More than One Reporting Person   Form filed by One Report fi

#### **Reporting Owners**

P ( 0 N (A))	Relationships					
Reporting Owner Name / Address		10% Owner	Officer	Other		
King William Walter RIVERSEDGE NORTH 2529 VIRGINIA BEACH BLVD., SUITE 200 VIRGINIA BEACH, VA 23452	X					

### **Signatures**

William W. King	01/19/2017
**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 fourth quarter board fees 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.