FORM 4

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

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

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

Wheeler Real Estate Investment Trust, Inc. Check all applicable	1. Name and															
1. 1. 1. 1. 1. 1. 1. 1.	Name and Address of Reporting Person * Kelly David				Wheeler Real Estate Investment Trust, Inc.						(Check all applicable) _X_ Director 10% Owner _X_ Officer (give title below) Other (specify below)					
Name											V.P. Dı	rector of Ac	quisitions			
Clip Clap	, ,				4. If Amendment, Date Original Filed(Month/Day/Year)					_X_ Form filed by One Reporting Person						
Common Stock 12/21/2016 Execution Date, if (Month/Day/Year) Month/Day/Year) Code V Amount (D) Price (Instr. 3, 4 and 5) (Instr. 3, and 4) (Instr. 3) (Instr. 4)	<u> </u>															
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 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. Derivative Conversion Security (Instr. 3) Price of Derivative Security Security (Instr. 3) Price of Derivative Security Security Security Security (Instr. 3) Price of Derivative Security Securities Acquired (A) or Disposed of Of (D) (Instr. 3) Securities (Instr. 3) Instruction Date Securities Securi		ecurity	I	Date	Execution any	ed Date, if	3. Tran Code (Instr.	sactior	4. Secu (A) or I (D) (Instr. 3	rities Acc Disposed , 4 and 5	quired of	d 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 6. Owner Form Director Inc.		6. Ownership Form: Direct (D) or Indirect (I)	of Indirect Beneficial Ownership	
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 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. Derivative Conversion Date Code Derivative (Instr. 3) Price of Derivative Security (Instr. 4) Price of Derivative Securities (Month/Day/Year) (Month/Day/Year) A. Demed Execution Date (Instr. 8) Securities (Instr. 3 and Expiration Date (A) or Disposed of (D) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4)	C	C41-	<u> </u>		20 (12			,								
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Reporting Owners

Barrella Carrella Name / Addison	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Kelly David 1048 CAMINO REAL S VIRGINIA BEACH, VA 23456	X		V.P. Director of Acquisitions				

Signatures

/s/ David Kelly	12/22/2016
**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).

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.