

Wheeler Real Estate Investment Trust, Inc.
 Form 4
 October 27, 2014

FORM 4

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

OMB APPROVAL

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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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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) (Middle)
 2529 VIRGINIA BEACH BOULEVARD, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
 10/24/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO & Chairman

(Street)
 VIRGINIA BEACH, VA 23452

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, 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) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 674,619 | D | |
| Common Stock | | | | | 14,500 | I | Owned by Spouse |
| Common Stock | | | | | 12,047 | I | Held in Profit Sharing Plan |
| Common Stock | | | | | 2,572 | I | Controlling 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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | | | |
|---|--|---|---|--------------------------------------|--|--|---|----------------------------------|--------------------|-----------------|----------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | |
| Common Units | (1) | 10/24/2014 | 10/24/2014 | A | | 1,516,853 | | (4) | (3) | Common Stock | 1,516,85 |
| Common Units | (1) | | | | | | | (2) | (3) | Common Stock | 63,468 |
| Common Units | (1) | | | | | | | (4) | (3) | Common Stock | 7,790 |
| Common Units | (1) | | | | | | | (2) | (3) | Common Stock | 284,545 |
| Common Units | (1) | | | | | | | (2) | (3) | Common Stock | 3,123 |
| Common Units | (1) | | | | | | | (2) | (3) | Common Stock | 31,234 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | 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

10/27/2014

**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).
- Pursuant to the Partnership Agreement of Wheeler Real Estate Investment Trust, L.P. (the "Partnership"), holders of the Partnership may,
- (1) after a one year holding period, elect to exchange their common units for common stock of the Company on a 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.
 - (2) These common units have been held for at least one year and therefore may be exchanged in accordance with the Partnership Agreement.
 - (3) These derivative securities do not have an expiration date.
 - (4) 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, *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.