

Wheeler Real Estate Investment Trust, Inc.
 Form 5
 January 06, 2017

FORM 5

OMB APPROVAL

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

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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). Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2016

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

2529 VIRGINIA BEACH BOULEVARD, SUITE 200

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

VIRGINIA BEACH, VA 23452

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/06/2016	Â	J ⁽¹⁾	295.96 A	\$ 1.91 3,245.96	I	Held by trusts in the names of dependent children
Common Stock	02/04/2016	Â	J ⁽¹⁾	377.76 A	\$ 1.5 3,623.72	I	Held by trusts in the names of

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Common Stock	03/03/2016	Â	J ⁽¹⁾	472.06	A	\$ 1.2	4,095.78	I	dependent children Held by trusts in the names of dependent children
Common Stock	04/05/2016	Â	J ⁽¹⁾	466.88	A	\$ 1.23	4,562.66	I	Held by trusts in the names of dependent children
Common Stock	05/05/2016	Â	J ⁽¹⁾	394.8	A	\$ 1.48	4,957.46	I	Held by trusts in the names of dependent children
Common Stock	06/03/2016	Â	J ⁽¹⁾	390.5	A	\$ 1.52	5,347.96	I	Held by trusts in the names of dependent children
Common Stock	07/06/2016	Â	J ⁽¹⁾	386.82	A	\$ 1.55	5,734.78	I	Held by trusts in the names of dependent children
Common Stock	08/04/2016	Â	J ⁽¹⁾	350.34	A	\$ 1.74	6,085.12	I	Held by trusts in the names of dependent children
Common Stock	09/06/2016	Â	J ⁽¹⁾	350.56	A	\$ 1.75	6,435.68	I	Held by trusts in the names of dependent children
Common Stock	10/05/2016	Â	J ⁽¹⁾	354.3	A	\$ 1.75	6,789.98	I	Held by trusts in the names of dependent children
Common Stock	11/03/2016	Â	J ⁽¹⁾	367.1	A	\$ 1.7	7,157.08	I	Held by trusts in the names of dependent

Common Stock	12/05/2016	Â	J ⁽¹⁾	383.94	A	\$ 1.64	7,541.02	I	children Held by trusts in the names of dependent children
Common Stock	Â	Â	Â	Â	Â	Â	751,566	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	49,547	I	Held in profit sharing plan
Common Stock	Â	Â	Â	Â	Â	Â	31,680	I	Owned by spouse
Common Stock	Â	Â	Â	Â	Â	Â	2,572	I	Controlled through interests in other entities
Common Stock	Â	Â	Â	Â	Â	Â	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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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)	8. D	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Units	Â	Â	Â	Â	Â	Â	Â ⁽³⁾	Â ⁽⁴⁾	Common Stock 1,585,819
Common Units	Â	Â	Â	Â	Â	Â	Â ⁽³⁾	Â ⁽⁴⁾	Common Stock 330,542

Common Units	^	^	^	^	^	^	^ (5)	^ (4)	Common Stock	65,292
Common Units	^	^	^	^	^	^	^ (3)	^ (4)	Common Stock	3,123
Common Units	^	^	^	^	^	^	^ (3)	^ (4)	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

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 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.
- (2) 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 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.
- (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.

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