Wheeler Real Estate Investment Trust, Inc.

Form 5

Stock

Stock

Common

Common

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J(1)

J(1)

146.95

145.39

Α

Α

\$

\$ 1.2 38,862.85

39,108.24

03/03/2016

04/05/2016

January 06, 2017

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Kelly David Symbol Wheeler Real Estate Investment (Check all applicable) Trust, Inc. [whlr] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner _X__ Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2016 V.P. Director of Acquisitions 2529 VIRGINIA BEACH **BOULEVARD** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) VIRGINIA BEACH. VAÂ 23452 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 4. Securities Acquired 5. Amount of 6. 2. Transaction Date 2A. Deemed 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction (A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned at end (D) or Ownership of Issuer's Indirect (I) (Instr. 4) Fiscal Year (Instr. 4) (A) (Instr. 3 and or 4) (D) Price Amount Common Â Â 01/06/2016 $J_{\underline{1}}$ 38,698.29 85.29 D 1.91 Stock Common Â Â 02/04/2016 $J^{(1)}$ 117.61 \$ 1.5 38,815.9 D Α

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D

D

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Stock						1.23			
Common Stock	05/05/2016	Â	J <u>(1)</u>	123.03	A	\$ 1.48	39,231.27	D	Â
Common Stock	06/03/2016	Â	<u>J(1)</u>	121.8	A	\$ 1.52	39,353.07	D	Â
Common Stock	07/06/2016	Â	J <u>(1)</u>	120.7	A	\$ 1.55	39,473.77	D	Â
Common Stock	08/04/2016	Â	J <u>(1)</u>	109.36	A	\$ 1.74	39,583.13	D	Â
Common Stock	09/06/2016	Â	J <u>(1)</u>	109.49	A	\$ 1.75	39,692.62	D	Â
Common Stock	10/05/2016	Â	J <u>(1)</u>	110.74	A	\$ 1.75	39,803.36	D	Â
Common Stock	11/03/2016	Â	J <u>(1)</u>	114.79	A	\$ 1.7	39,918.15	D	Â
Common Stock	12/05/2016	Â	J <u>(1)</u>	120.08	A	\$ 1.64	40,038.23	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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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 2. 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable an	d /. Title and	8. Price of
Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Number Expiration Date	Amount of	Derivative
Security or Exercise any Code of (Month/Day/Year)	Underlying	Security
(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative	Securities	(Instr. 5)
Derivative Securities	(Instr. 3 and 4)	
Security Acquired		
(A) or		
Disposed		
of (D)		
(Instr. 3,		
4, and 5)		
	Amount	
	or	
Date Expirati	on Title Number	
Exercisable Date	of	
(A) (D)	Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Kelly David 2529 VIRGINIA BEACH BOULEVARD	ÂX	Â	V.P. Director of Acquisitions	Â		

Reporting Owners 2

VIRGINIA BEACH, VAÂ 23452

Signatures

/s/ Dave Kelly 01/06/2016

**Signature of Date

Reporting Person

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).
- The reporting person acquired the shares of common stock under a dividend reinvestment plan, pursuant to a dividend reinvestment transaction exempt from Section 16 under Rule 16a-11.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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