Wheeler Real Estate Investment Trust, Inc.

Form 5

Common

Common

Stock

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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 Stock

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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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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		

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#### 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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