Wheeler Real Estate Investment Trust, Inc. Form 4 April 02, 2015 FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Washington, D.C. 20549 Number: Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

if no longer

subject to

Section 16.

Form 4 or

Form 5

1(b).

1. Name and A McGowan	Address of Reporting Person <u>*</u> Carl B. Jr.	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)				
	(First) (Middle) DGE NORTH, 2529 BEACH, BLVD., SUIT	3. Date of Earliest Transaction (Month/Day/Year) 04/02/2015 E	X_ Director 10% Owner Officer (give title Other (specify below) below)				
VIRGINIA	(Street) BEACH, VA 23452	4. If Amendment, Date Original Filed(Month/Day/Year)	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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)	any	eemed 3. 4. Securities Acquire tion Date, if Transactior(A) or Disposed of (Code (Instr. 3, 4 and 5) n/Day/Year) (Instr. 8) (A) or Code V Amount (D) Pri	D) Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)				
Common Stock	04/02/2015	P 200 A $\frac{$}{2.2}$	75 ^{5,769} D				

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)

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January 31,

2005

0.5

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
McGowan Carl B. Jr. RIVERSEDGE NORTH, 2529 VIRGINIA BEACH BLVD., SUITE 200 VIRGINIA BEACH, VA 23452	х						
Signatures							
/s/ Carl B. 04/02/2015 McGowan, Jr.							

**Signature of Reporting Person

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Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

** 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.