Wheeler Real Estate Investment Trust, Inc. Form 4 August 17, 2015 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box if no longer subject to

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)

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 Tra Symbol Wheeler Real Estate Investn Trust, Inc. [whlr]	Issuer
	(First) (Middle) OGE NORTH, 2529 BEACH, BLVD., SUIT	3. Date of Earliest Transaction (Month/Day/Year) 08/14/2015 E	Officer (give titleOther (specify below)Other (specify 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 Sec	curities Acquired, Disposed of, or Beneficially Owned
1.Title of Security (Instr. 3)	any	tion Date, if Transaction(A) or Disp Code (D) h/Day/Year) (Instr. 8) (Instr. 3, 4 a	Beneficially (D) or Beneficial
Common Stock	08/14/2015	A 9,302 A	A ^{\$} 2.15 15,571 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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Number:

Expires:

response...

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno 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					
1			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. 08/17/2015 McGowan, Jr.							

**Signature of Reporting Person

orting

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.