

Wheeler Real Estate Investment Trust, Inc.  
 Form 5  
 January 19, 2016

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 1.0

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 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)  
 12/31/2015

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	03/05/2015	^	J <sup>(1)</sup>	307.8 A	\$ 3.47 307.8	I	Held by trusts in the name of dependent children
Common Stock	04/06/2015	^	J <sup>(1)</sup>	461.86 A	\$ 2.3 769.66	I	Held by trusts in the

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Common Stock	05/05/2015	Â	J <sup>(1)</sup>	229.55	A	\$ 2.31	999.21	I	name of dependent children Held by trusts in the name of dependent children
Common Stock	06/04/2015	Â	J <sup>(1)</sup>	234.04	A	\$ 2.3	1,233.25	I	Held by trusts in the name of dependent children
Common Stock	07/06/2015	Â	J <sup>(1)</sup>	268.52	A	\$ 2.01	1,501.77	I	Held by trusts in the name of dependent children
Common Stock	08/05/2015	Â	J <sup>(1)</sup>	282.97	A	\$ 1.92	1,784.74	I	Held by trusts in the name of dependent children
Common Stock	09/03/2015	Â	J <sup>(1)</sup>	287.68	A	\$ 1.9	2,072.42	I	Held by trusts in the name of dependent children
Common Stock	10/05/2015	Â	J <sup>(1)</sup>	294.39	A	\$ 1.87	2,366.81	I	Held by trusts in the name of dependent children
Common Stock	11/05/2015	Â	J <sup>(1)</sup>	282.59	A	\$ 1.97	2,649.4	I	Held by trusts in the name of dependent children
Common Stock	12/03/2015	Â	J <sup>(1)</sup>	300.65	A	\$ 1.87	2,950.05	I	Held by trusts in the name of dependent children
Common Stock	Â	Â	Â	Â	Â	Â	713,824	D	Â
	Â	Â	Â	Â	Â	Â	31,680	I	

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Common Stock										Owned by spouse
Common Stock	Â	Â	Â	Â	Â	Â	12,047	I		Held in profit sharing plan
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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SEC 2270  
(9-02)

**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 <sup>(3)</sup>	Â <sup>(4)</sup>	Common Stock	1,584,858
Common Units	Â	Â	Â	Â	Â	Â	Â <sup>(5)</sup>	Â <sup>(4)</sup>	Common Stock	961
Common Units	Â	Â	Â	Â	Â	Â	Â <sup>(3)</sup>	Â <sup>(4)</sup>	Common Stock	308,422
Common Units	Â	Â	Â	Â	Â	Â	Â <sup>(5)</sup>	Â <sup>(4)</sup>	Common Stock	22,120

