

Wheeler Real Estate Investment Trust, Inc.  
 Form 4  
 October 23, 2013

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

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. Date of Earliest Transaction (Month/Day/Year)  
 10/21/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO

2529 VIRGINIA BEACH BOULEVARD, SUITE 200

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

VIRGINIA BEACH, VA 23452

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    |                                      |  |                                | (A) or (D)  | 82,200  | D  |   |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 2,572   | I  | Controlling interests in limited partnerships         |
| Common Stock                    |                                      |  |                                | (A) or (D)  | 1,600   | I  | Shares owned by dependent child                       |

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

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(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|-------------------------------|
|  |  |                                      |  |                                | (A)   | (D) | Date Exercisable   | Expiration Date |   |                               |
| Common Units                               | (1)  | 10/21/2013                           | 10/21/2013   | P                              | 6,246   |     | (2)  | (3)             | Common Stock  | 6,246                         |
| Common Units                               | (1)  | 10/21/2013                           | 10/21/2013   | P                              | 3,123   |     | (2)  | (3)             | Common Stock  | 3,123                         |
| Common Units                               | (1)  | 10/21/2013                           | 10/21/2013   | P                              | 31,235  |     | (2)  | (3)             | Common Stock  | 31,235                        |
| Common Units                               | (1)  |                                      |  |                                |   |     | (2)  | (3)             | Common Stock  | 278,297                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Wheeler Jon S<br>2529 VIRGINIA BEACH BOULEVARD<br>SUITE 200<br>VIRGINIA BEACH, VA 23452 | X             |           | CEO     |       |

## Signatures

/s/ Jon S.  
Wheeler

10/23/2013

\*\*Signature of  
Reporting Person

Date

## 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).

Pursuant to the Partnership Agreement of Wheeler Real Estate Investment Trust LP ("Partnership"), holders of common units of the Partnership may, after one year holding period, elect to exchange their common units for common stock in Wheeler Real Estate

- (1) Investment Trust Inc. (the "Company") on a one-for-one basis. Upon a redemption request, the Company has the option to purchase the common units directly, either in cash or in common stock of the Company.
- (2) All common units have been held for less than one year and therefore may not be currently exchanged.
- (3) These derivative securities do not have an expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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