

Wheeler Real Estate Investment Trust, Inc.

Form 4

December 18, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Wheeler Jon S

2. Issuer Name **and** Ticker or Trading  
SymbolWheeler Real Estate Investment  
Trust, Inc. [WHLR]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

2529 VIRGINIA BEACH  
BOULEVARD, SUITE 2003. Date of Earliest Transaction  
(Month/Day/Year)  
12/17/2013

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman & CEO

(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)  (A) or (D) Code V Amount (D) Price	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					427,200	D	
Common Stock					12,047	I	Held in Profit Sharing Plan
Common Stock					2,572	I	Controlling interests in limited partnership
Common					1,600	I	Held by

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Stock

dependent  
child

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

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SEC 1474  
(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. P Der Sec (Ins	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Units	<u>(1)</u>	12/17/2013	12/17/2013	P		2,355		<u>(4)</u>	<u>(3)</u>	Common Stock	2,355
Common Units	<u>(1)</u>	12/17/2013	12/17/2013	P		3,464		<u>(4)</u>	<u>(3)</u>	Common Stock	3,464
Common Units	<u>(1)</u>							<u>(2)</u>	<u>(3)</u>	Common Stock	62,038
Common Units	<u>(1)</u>							<u>(2)</u>	<u>(3)</u>	Common Stock	275,809
Common Units	<u>(1)</u>							<u>(4)</u>	<u>(3)</u>	Common Stock	3,123
Common Units	<u>(1)</u>							<u>(4)</u>	<u>(3)</u>	Common Stock	31,234

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wheeler Jon S 2529 VIRGINIA BEACH BOULEVARD SUITE 200 VIRGINIA BEACH, VA 23452	X		Chairman & CEO	

## Signatures

/s/ Jon S  
Wheeler

12/18/2013

\*\*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 (the "Partnership"), holders of the Partnership may, after a one year holding period, elect to exchange their common units for common stock in Wheeler Real Estate 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.
- (1) These common units have been held for a year and therefore may be exchanged in accordance with the Partnership Agreement.
  - (2) These derivative securities do not have an expiration date.
  - (3) These common units have been held for less than a year and therefore may not be currently exchanged.

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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