Wheeler Real Estate Investment Trust, Inc.

Form 4

August 02, 2016

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

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

2. Issuer Name and Ticker or Trading

Wheeler Real Estate Investment

may continue. See Instruction

1(b).

(Last)

(City)

Security

(Instr. 3)

Common

Stock

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person *

McAuliffe John P

(First) (Middle)

RIVERSEDGE NORTH. 2529

VIRGINIA BEACH BLVD., SUITE 200

(Street)

(State)

08/01/2016

4. If Amendment, Date Original

Symbol

Filed(Month/Day/Year)

Trust, Inc. [whlr]

(Month/Day/Year)

08/01/2016

3. Date of Earliest Transaction

OMB APPROVAL

OMB Number:

3235-0287

2005

January 31, Expires:

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

X_ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

VIRGINIA BEACH, VA 23452

1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

(Zip)

Execution Date, if (Month/Day/Year)

Code (Instr. 8)

3.

Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities Acquired 5. Amount of

Securities Beneficially Owned Following Reported

Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

D

6. Ownership 7. Nature of Beneficial Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Price

(1)

(D) Amount \$

 $A^{(1)}$

4,708 Α

1.54 10,508

SEC 1474

(9-02)

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)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title a		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amou		of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ng	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities (Instr. 3 and 4)		(Instr. 5)	Bene
	Derivative				Securities		Own				
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								A ₁	mount		
								or			
						Date Expiration			umber		
						Exercisable	Date	of			
				Code V	(A) (D)			Sh	nares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McAuliffe John P RIVERSEDGE NORTH 2529 VIRGINIA BEACH BLVD., SUITE 200 VIRGINIA BEACH, VA 23452



Signatures

/s/ John P. 08/02/2016 McAuliffe

**Signature of Date
Reporting Person

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).
- (1) Granted for second quarter board fess based upon the closing stock price of the company's common stock on June 30, 2016.

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.

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