Wheeler Real Estate Investment Trust, Inc. Form 4 August 17, 2015 FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Washington, D.C. 20549 Check this box

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)

if no longer

Section 16.

Form 4 or

Form 5

1(b).

subject to

1. Name and Address of Reporting Person <u>*</u> Kelly David			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
			Wheeler Real Estate Investment Trust, Inc. [whlr]	(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	_X_ Director10% Owner _X_ Officer (give title Other (specify below) below)				
1048 CAMINO REAL S			08/14/2015	V.P., Director of Acquisitions				
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person				
VIRGINIA B	EACH, VA	23456		Form filed by More than One Reporting Person				

(City)	(State) (2	Zip) Table	e I - Non-D	erivative Securities Acc	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date		3. Terrer et is	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Code	on(A) or Disposed of (D)	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following Reported	(Instr. 4)	(Instr. 4)
				(A) or	Transaction(s)		
			Code V	Amount (D) Price	(Instr. 3 and 4)		
Common Stock	08/14/2015		А	9,302 A ^{\$} 2.15	17,030	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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Number:

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Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne 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						
	Director	10% Owner	Officer	Other			
Kelly David 1048 CAMINO REAL S VIRGINIA BEACH, VA 23456	Х		V.P., Director of Acquisitions				
Signatures							
/s/ David Kally 08/1	7/2015						

/s/ David Kelly 08/17/2015 <u>**</u>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).

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.