Wheeler Real Estate Investment Trust, Inc.

Form 4

April 01, 2014

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

Common

Common

Stock

Stock

04/01/2014

(Print or Type Responses)

1. Name and Address of Reporting Person ** King William Walter			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) (N		3. Date of Earliest Transaction (Month/Day/Year)			X Director Officer (give	titleOthe	Owner er (specify	
1141 JAMESTOWN CRESCENT		`	04/01/2014			below)	below)		
(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			
NORFOLK, VA 23508						Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-E	Derivative Securities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Date	2A. Deemed		3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date	e, if		on(A) or Disposed of (D)	Securities	Form: Direct	Indirect	
(Instr. 3)		any		Code	(Instr. 3, 4 and 5)	Beneficially	(D) or	Beneficial	
		(Month/Day/Y	(ear)	(Instr. 8)		Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					(A)	Reported			
					or	Transaction(s)			

Amount (D)

A

300

Price

4.615

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

P

04/01/2014

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

(Instr. 3 and 4)

Ι

D

300

400

Owned by

spouse

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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. T	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
					Exercisable	Date	Title Number	Number			
						Excicisable Dat	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

King William Walter
1141 JAMESTOWN CRESCENT X
NORFOLK, VA 23508

Signatures

/s/ William W.

King 04/01/2014

**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).

Deletionships

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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