

BROWN STEWART J  
Form 4  
December 04, 2017

**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 \*  
BROWN STEWART J

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)  
RIVERSEDGE NORTH, 2529  
VIRGINIA BEACH BLVD., SUITE  
200

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/30/2017

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

(Street)  
VIRGINIA BEACH, VA 23452

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

(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 Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	11/30/2017		A <sup>(1)</sup>	791	A	11.22	6,598
							\$ (1)

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

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SEC 1474  
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 9 columns: 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. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5), 10. Reporting Person's Ownership Percentage (Instr. 5), 11. Date of Acquisition or Disposition (Instr. 3, 4, and 5), 12. Date of Reporting Person's Acquisition or Disposition (Instr. 3, 4, and 5), 13. Date of Reporting Person's Acquisition or Disposition (Instr. 3, 4, and 5), 14. Date of Reporting Person's Acquisition or Disposition (Instr. 3, 4, and 5), 15. Date of Reporting Person's Acquisition or Disposition (Instr. 3, 4, and 5), 16. Date of Reporting Person's Acquisition or Disposition (Instr. 3, 4, and 5), 17. Date of Reporting Person's Acquisition or Disposition (Instr. 3, 4, and 5), 18. Date of Reporting Person's Acquisition or Disposition (Instr. 3, 4, and 5), 19. Date of Reporting Person's Acquisition or Disposition (Instr. 3, 4, and 5), 20. Date of Reporting Person's Acquisition or Disposition (Instr. 3, 4, and 5).

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Includes BROWN STEWART J, RIVERSEDGE NORTH, 2529 VIRGINIA BEACH BLVD., SUITE 200, VIRGINIA BEACH, VA 23452. Relationships: Director, 10% Owner, Officer, Other. X is marked under 10% Owner.

Signatures

/s/ Stewart J. Brown 12/04/2017
\*\*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).
(1) Granted for third quarter board fees based upon the closing price of Wheeler Real Estate Investment Trust, Inc.'s common stock on September 28, 2017.

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.