

Wheeler Jon S  
 Form 3/A  
 November 21, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                              |  |
| Wheeler Jon S                             |         | (Month/Day/Year)                     | Wheeler Real Estate Investment Trust, Inc. [WHLR]                               |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                                | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         |                                      |   | 11/21/2012   |
| 2529 VIRGINIA BEACH BOULEVARD, SUITE 200  |         |                                      | (Check all applicable)  |  |
| (Street)                                  |         |                                      | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)  | <input type="checkbox"/> Form filed by More than One Reporting Person  |
| VIRGINIA BEACH, VA 23452                  |         |                                      | Chairman and President  |  |
| (City)                                    | (State) | (Zip)                                |   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 80,000  | D  |   |
| Common Stock                    | 2,572   | I  | Controlling interest in a limited partnership         |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

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|                             | Date Exercisable | Expiration Date  | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |  |
|-----------------------------|------------------|------------------|---------------------|----------------------------|------------------------------|--|--|
| Common Units <sup>(1)</sup> | Â <sup>(2)</sup> | Â <sup>(3)</sup> | Common Stock        | 62,038                     | \$ <sup>(1)</sup>            | D  | Â  |
| Common Units <sup>(1)</sup> | Â <sup>(2)</sup> | Â <sup>(3)</sup> | Common Stock        | 273,642                    | \$ <sup>(1)</sup>            | I  | Controlled through interests in limited partnerships |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Wheeler Jon S<br>2529 VIRGINIA BEACH BOULEVARD<br>SUITE 200<br>VIRGINIA BEACH, VA 23452 | Â X           | Â         | Â Chairman and President | Â     |

## Signatures

/s/Jon S.  
Wheeler

11/21/2012

<sup>\*\*</sup>Signature of Reporting Person                      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 common units 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 at an exchange rate of one-for-one.
- (1) Pursuant to the Partnership Agreement of Wheeler Real Estate Investment Trust LP (the "Partnership"), holders of common units 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 at an exchange rate of one-for-one.
  - (2) All common units have been held for less than one year and therefore may not be currently exchanged.
  - (3) These derivative securities do not have an expiration date.

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.