## FORM 5

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| OMB | APPROVAL |
|-----|----------|
|     |          |

OMB Number: 3235-0362
Estimated average burden
hours per response: 1.0

| Check this box if no longer subject | از |
|-------------------------------------|----|
| to Section 16. Form 4 or Form 5     |    |
| obligations may continue. See       |    |
| Instruction 1(b).                   |    |

Form 3 Holdings Reported.

Form 4 Transactions Reported.

## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| ☐ Foilit 4   | I ransactions F   | reported.                                  |   | or Section 3   | 30(h) c  | of the Ir | nvestn   | nent Co   | mpany Ac           | t of 194      | 10                                     |   |  |  |  |                         |  |
|--|---|--|---|--|--|-----------|--|---|--------------------|---------------|--|---|--|--|--|-------------------------|--|
| 1. Name and Address of Reporting Person* FRETZ RANDY |   |  |   | 2. Issuer Name and Ticker or Trading Symbol WELLS REAL ESTATE INVESTMENT TRUST INC [ N/A ] |  |           |  |   |                    |               |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner |  |  |  |                         |  |
| (Last) (First) (Middle) 6200 CORNERS PARKWAY         |   |  |   | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2006                    |  |           |  |   |                    |               |  | X Officer (give title Other (specify below) below)  Senior Vice President                   |  |  |  |                         |  |
| STE 250  |   |  |   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                   |  |           |  |   |                    |               |  | 6. Individual or Joint/Group Filing (Check Applicable Line)                                 |  |  |  |                         |  |
| (Street)   | OSS GA  | 30092                                      |   |  |  |           |  |   |                    |               |  | X Form filed by One Reporting Person Form filed by More than One Reporting Person           |  |  |  |                         |  |
| (City)   | (Sta  | ate) (                                     | (Zip)   |  |  |           |  |   |                    |               |  |   |  |  |  |                         |  |
|  |   | Tab  | le I - Non-Deriv  | ative Secu   | ıritie   | s Acc     | quire  | d, Dis  | sposed o           | of, or        | Benefici                               | ally Ow   | ned  |  |  |                         |  |
| 1. Title of Security (Instr. 3)                      |   | 2. Transaction Date (Month/Day/Year)       | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) |  | 3.<br>Transaction<br>Code (Instr. 8)   |           | 4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3, 4 and 5) |   |                    |               | Secu                                   | mount of  | 6.<br>Own  | ership                                 | 7. Nature of<br>Indirect<br>Beneficial                                 |                         |  |
|  |   |  |   |  |  |           | (монилдаултеаг)  | Amou  |                    | (A) or<br>(D) | Price                                  | Own<br>Issu<br>Year   | Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) |  |  | Ownership<br>(Instr. 4) |  |
| Common   | Stock   | 03/22/2006                                 |   | P  |  | 13        | 9.42   | A   | \$8.31             |               | 8,470                                  |   | D  |  |  |                         |  |
| Common   | Stock   |  | 06/22/2006  |  | P  |           |  | 14  | 1.88               | A             | \$8.31                                 |   | 8,470  |  | D  |                         |  |
| Common   | Stock   |  | 09/22/2006  |  | P  |           |  | 14  | 4.38               | A             | A \$8.31                               |   | 8,470  |  | D  |                         |  |
| Common   | Stock   | 12/22/2006                                 |   | P  |  |           | 14   | 6.93  | A                  | \$8.31        |  | 8,470   |  | D                                      |  |                         |  |
|  |   | Ta   | able II - Derivat<br>e.g., p                                | ive Securi<br>uts, calls,  |  |           |  |   |                    |               |  |   | ed   |  |  |                         |  |
| Derivative<br>Security<br>(Instr. 3)                 | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,                               | 4.<br>Transaction<br>Code (Instr.  | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |           | Expir  | 5. Date Exercisable and<br>Expiration Date<br>Month/Day/Year) |                    |               |  | 8. Price<br>of<br>Derivati<br>Security<br>(Instr. 5   | Benefici   | re<br>es<br>ally<br>ig<br>d<br>tion(s) | 10.<br>Ownersh<br>Form:<br>Direct (D<br>or Indire<br>(I) (Instr.<br>4) | Beneficial<br>Ownership |  |
|  |   |  |   |  | (A)  | (D)       | Date<br>Exerc  | cisable   | Expiration<br>Date | 1 Title       | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |                         |  |

Explanation of Responses:

Douglas P. Williams,
Attorney-in-Fact
\*\* Signature of Reporting Person

02/13/2007

Date

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).