#### FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue See Instruction 1(b).
Form 3 Holdings Reported.

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

# OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2014
Estimated average burden hours per response 1.0

Form 4 Tr Reported.	ansactions		Investmer	nt Compan	y Act of 1940	0					
1. Name and MOSS DON		porting Person*	2. Issuer Nam WELLS REAL TRUST INC [r	ESTATE		Issu	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	(First) ING OVERLO	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2005					Director Officer (give title below)	O1 (s <sub>i</sub>	0% Owner ther pecify elow)	
(Street) DULUTH	GA	30097	4. If Amendme		f Original File		6. Individual or Joint/Group Filing (Check Applicable Line)				
(City)	(State)	(Zip)				X	Form filed by One Reporting Person Form filed by More than One Reporting Person				
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security (Instr. 3)  2. Transaction Date(Month/Day		2. Transaction Date(Month/Day/Year)	2A. Deemed Execution Date, if	3. Transaction Code (Instr. 8)	4. Securities A Disposed Of (D			5.Amount of Securities	6. Ownership	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			any(Month/Day/Year)		Amount	(A) or (D)	Price	Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock		12/31/2005(1)		<sub>J5</sub> (1)	96,709.24 (1)	А	\$ 8.31 <sup>(2)</sup>	96,709.24	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  (e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Excercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any(Month/Day/Year)	4. Transaction Code (Instr. 8)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership
	Derivative Security				(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	(I) (Instr. 4)	(Instr. 4)
Warrants	\$ 12	07/14/2000		Α	8.28		07/14/2000	(3)	Common Stock	8.28	\$ 12	3,410.65	D	
Warrants	\$ 12	10/11/2000		Α	8.72		10/11/2000	(3)	Common Stock	8.72	\$ 12	3,410.65	D	
Warrants	\$ 12	12/21/2000		А	7.34		12/21/2000	(3)	Common Stock	7.34	\$ 12	3,410.65	D	
Warrants	\$ 12	03/23/2001		А	9.03		03/23/2001	(3)	Common Stock	9.03	\$ 12	3,410.65	D	
Warrants	\$ 12	06/22/2001		А	9.2		06/22/2001	(3)	Common Stock	9.2	\$ 12	3,410.65	D	
Warrants	\$ 12	09/21/2001		А	9.37		09/21/2001	(3)	Common Stock	9.37	\$ 12	3,410.65	D	
Warrants	\$ 12	12/21/2001		А	9.86		12/21/2001	(3)	Common Stock	9.86	\$ 12	3,410.65	D	
Warrants	\$ 12	12/26/2001		А	2,247.19		12/26/2001	(3)	Common Stock	2,247.19	\$ 12	3,410.64	D	
Warrants	\$ 12	07/23/2002		А	898.88		07/23/2002	(3)	Common Stock	898.88	\$ 12	3,410.65	D	
Warrants	\$ 12	06/22/2005		Α	67.22		06/22/2005	(3)	Common Stock	67.22	\$ 12	3,410.65	D	
Warrants	\$ 12	09/22/2005		А	68.45		09/22/2005	(3)	Common Stock	68.45	\$ 12	3,410.65	D	
Warrants	\$ 12	12/22/2005		А	67.11		12/22/2005	(3)	Common Stock	67.11	\$ 12	3,410.65	D	
Options	\$ 12	12/31/2005(4)		<sub>J</sub> (4)	<sub>8,500</sub> (4)		06/16/1999(5)	06/16/2009(6)	Common Stock	8,500	\$ 12	8,500	D	

### **Explanation of Responses:**

- 1. Represents total amount of securities purchased as of December 31, 2005
- 2. Prices ranging from \$10.00 to \$8.31 over six year period.
- 3. No expiration date except upon disolution, liquidation, or merger or consolidation of Wells Real Estate Investment Trust, Inc. ("Wells REIT") where Wells REIT is not the surviving corporation.
- 4. Represents total amount of options issued as of December 31, 2005.
- 5. Exercisable dates ranging from 6/19/1999 to 7/19/2007.
- 6. Expiration dates ranging from 6/16/2009 to 7/19/2015.

<u>Douglas P. Williams,</u> <u>Attorney-in-Fact</u>

\*\* Signature of Reporting Person

Date

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

- \* 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 See18 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.

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.