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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 10**  
**TO**  
**FORM S-11**  
**REGISTRATION STATEMENT**

*Under*  
*The Securities Act of 1933*

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**WELLS REAL ESTATE INVESTMENT TRUST, INC.**

(Exact name of registrant as specified in governing instruments)

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**6200 The Corners Parkway**  
**Norcross, Georgia 30092-3365**  
**(770) 449-7800**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

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**Donald Kennicott, Esq.**  
**Howard S. Hirsch, Esq.**  
**Holland & Knight LLP**  
**One Atlantic Center, Suite 2000**  
**1201 West Peachtree Street, N.W.**  
**Atlanta, Georgia 30309-3400**  
**(404) 817-8500**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Agent for Service)

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**Maryland**  
(State or other Jurisdiction of  
Incorporation)

**58-2328421**  
(I.R.S. Employer  
Identification Number)

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.  \_\_\_\_\_

Approximate date of commencement of proposed sale to the public: As soon as practicable following effectiveness of this Registration Statement.

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### **Deregistration of Shares and Soliciting Dealer Warrants**

Wells Real Estate Investment Trust, Inc. (the "Registrant") filed a Registration Statement on Form S-11 (Commission File No. 333-85848) (the "Registration Statement"), which was declared effective by the Securities and Exchange Commission on July 26, 2002, pursuant to which the Registrant registered 336,600,000 shares of its common stock, of which 300,000,000 shares were offered to the public on a "best efforts" basis, 30,000,000 shares were offered pursuant to the Registrant's dividend reinvestment plan, and 6,600,000 in soliciting dealer warrants were offered and shares underlying such warrants for issuance to participating broker-dealers upon their exercise of soliciting dealer warrants.

As of close of business on July 25, 2004, the Registrant had sold a total of 322,526,261 shares pursuant to the Registration Statement, including 297,710,751 shares sold to the public and 24,815,510 shares sold pursuant to the dividend reinvestment plan. The Registrant terminated the offering of the shares covered by this Registration Statement effective as of close of business on July 25, 2004, and hereby deregisters the remaining 7,473,739 shares which were previously registered under the Registration Statement and remained unsold as of close of business on July 25, 2004.

In addition, as of close of business July 25, 2004, the Registrant had issued a total of 6,386,399 soliciting dealer warrants. The Registrant hereby deregisters the remaining 213,601 soliciting dealer warrants and 213,601 shares underlying such warrants.



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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
24.1	Power of Attorney, filed herewith
24.2	Power of Attorney, filed herewith

POWER OF ATTORNEY

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POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Leo F. Wells, III and Douglas P. Williams, or either of them acting singly, as his true and lawful attorney-in-fact, for him and in his name, place and stead, to execute and sign any and all amendments, including any post-effective amendments, to the Registration Statement on Form S-11 of Wells Real Estate Investment Trust, Inc. or any additional Registration Statement filed pursuant to Rule 462 and to cause the same to be filed with the Securities and Exchange Commission hereby granting to said attorneys-in-fact and each of them full power and authority to do and perform all and every act and thing whatsoever requisite or desirable to be done in and about the premises as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all acts and things that said attorneys-in-fact or either of them may do or cause to be done by virtue of these presents.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Power of Attorney has been signed below, effective as of April 20, 2003, by the following persons and in the capacities indicated below.

**Signatures**

**Title**

/s/ Leo F. Wells, III

Leo F. Wells, III

President and Director  
(Principal Executive Officer)

/s/ Douglas P. Williams

Douglas P. Williams

Executive Vice President and Director  
(Principal Financial and Accounting Officer)

/s/ John L. Bell

John L. Bell

Director

/s/ Michael R. Buchanan

Michael R. Buchanan

Director

/s/ Richard W. Carpenter

Richard W. Carpenter

Director

/s/ Bud Carter

Bud Carter

Director

/s/ William H. Keogler, Jr.

William H. Keogler, Jr.

Director

/s/ Donald S. Moss

Donald S. Moss

Director

/s/ Walter W. Sessoms

Walter W. Sessoms

Director

/s/ Neil H. Strickland

Neil H. Strickland

Director

POWER OF ATTORNEY

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Power of Attorney has been signed below, effective as of July 25, 2003, by the following person and in the capacity indicated below.

**Signatures**

/s/ W. Wayne Woody

W. Wayne Woody

**Title**

Director