

As filed with the Securities and Exchange Commission on January 20, 2000

Registration No. 333-32099

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 8 TO
FORM S-11
REGISTRATION STATEMENT
Under
The Securities Act of 1933

WELLS REAL ESTATE INVESTMENT TRUST, INC.
(Exact name of registrant as specified in governing instruments)

6200 The Corners Parkway, Suite 250
Norcross, Georgia 30092
(770) 449-7800
(Address, Including Zip Code, and Telephone Number, Including Area Code,
of Registrant's Principal Executive Offices)

Douglas P. Williams, Executive Vice President
6200 The Corners Parkway, Suite 250
Norcross, Georgia 30092
770-449-7800
(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)

Copies to:
Donald Kennicott, Esq.
Michael K. Rafter, Esq.
Holland & Knight LLP
1201 West Peachtree Street, N.W., Suite 2000
Atlanta, Georgia 30309-3400
(404) 817-8500

Maryland
(State or other
Jurisdiction of Incorporation)

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

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.

Deregistration of Shares

Wells Real Estate Investment Trust, Inc. (the "Registrant") filed a Registration Statement on Form S-11 (Commission File No. 333-32099) (the "Registration Statement"), which the Securities and Exchange Commission declared effective on January 30, 1998, pursuant to which the Registrant registered 16,500,000 shares of its common stock, of which 14,400,000 shares were offered to the public on a "best efforts" basis, 1,500,000 shares were offered pursuant to the dividend reinvestment plan, and 600,000 shares were registered for issuance to participating broker-dealers upon their exercise of soliciting dealer warrants.

As of December 20, 1999, the Registrant had sold a total of 13,218,192 shares pursuant to the Registration Statement, including 13,014,370 shares sold to the public and 203,822 shares sold pursuant to the dividend reinvestment plan. As of December 20, 1999, the Registrant has terminated the offering of the shares covered by this Registration Statement, and hereby deregisters the remaining 3,281,808 shares, including 1,385,630 shares offered to the public, 1,296,178 shares offered pursuant to the dividend reinvestment plan and 600,000 shares to be issued upon exercise of the soliciting dealer warrants, all of which were previously registered under the Registration Statement and remained unsold as of December 20, 1999.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-11 and has duly caused this Post-Effective Amendment No. 8 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norcross, and State of Georgia, on the 18th day of January, 2000.

WELLS REAL ESTATE INVESTMENT TRUST, INC.
A Maryland corporation
(Registrant)

By: /s/ Leo F. Wells, III

Leo F. Wells, III, President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 8 to Registration Statement has been signed below on January 18, 2000 by the following persons in the capacities indicated.

Name	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 (Principal Financial and Accounting Officer)
/s/ John L. Bell * ----- John L. Bell	Director
/s/ Richard W. Carpenter * ----- Richard W. Carpenter	Director

/s/ Bud Carter	*	Director

Bud Carter		
/s/ William H. Keogler, Jr.	*	Director

William H. Keogler, Jr.		
/s/ Donald S. Moss	*	Director

Donald S. Moss		
/s/ Walter W. Sessoms	*	Director

Walter W. Sessoms		
/s/ Neil H. Strickland	*	Director

Neil H. Strickland		

* By Leo F. Wells, III, as Attorney-in-fact, pursuant to Power of Attorney dated August 19, 1998 and included as Exhibit 24.1 hereto.

EXHIBIT INDEX

Exhibit No.	Description
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24.1	Power of Attorney, filed herewith

EXHIBIT 24.1

POWER OF ATTORNEY

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Leo F. Wells, III and Brian M. Conlon, 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 post-effective amendments to the Registration Statement on Form S-11 of Wells Real Estate Investment Trust, Inc. (Commission File No. 333-32099) 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 August 19, 1998, 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/ Brian M. Conlon ----- Brian M. Conlon	Executive Vice President (Principal Financial and Accounting Officer) and Director
/s/ John L. Bell ----- John L. Bell	Director
/s/ Richard W. Carpenter ----- Richard W. Carpenter	Director
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/s/ Bud Carter ----- Bud Carter	Director
/s/ William H. Keogler, Jr. ----- William H. Keogler, Jr.	Director

