FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0362

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Check this box if no longer subjec
to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(h)

Form 3 Holdings Reported.

Form 4 Transactions Reported.

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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

1 011111	riansactions	Treported.		or Section	30(h)	of the	e Investn	nent	Company A	ct of 1940)						
	nd Address o	WELL	2. Issuer Name and Ticker or Trading Symbol WELLS REAL ESTATE INVESTMENT TRUST INC [N/A]								S. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
(Last) 5995 RI		3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2006								Office	cer (give title ow)		Other below	(specify v)			
(Street) ATLAN (City)	TA G.	-	4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
		1	le I - Non-Deri				cquire					Ť					
1. Title of Security (Instr. 3)			2. Transaction Date	2A. Deemed Execution Da	ate,	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Dis Of (D) (Instr. 3, 4 and 5)			or Dispo	Securities		es Owr		ership li	. Nature of ndirect
			(Month/Day/Year)	if any (Month/Day/\				Amount		(A) or (D)	Price	ice Issue		d at end of Dr's Fiscal III		ct (D) or C	eneficial wnership nstr. 4)
Common Stock			03/22/2006				P		087.01	A	\$8.31	1 63,7		768.41		D	
Common Stock			06/22/2006(1)			P		1,106.21		A	\$8.31		63,768.41			D	
		Т	able II - Deriva (e.g., p	tive Secur outs, calls,			. ,		•	•		•	wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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. Numbe derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	s s lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership	
					(A)	(D)	Date Exercis	able	Expiration Date	Title	Amount or Number of Shares						
Warrants	\$12	03/22/2006		A	43.48		03/22/2	2006	(2)	Common Stock	43.48] ;	\$12	2,505.7	79	D	
Warrants	\$12	06/22/2006		A	44.25		06/22/2	2006	(2)	Common	44.25		\$12	2,505.7	79	D	

Explanation of Responses:

- 1. Mr. Walter W. Sessoms passed away on July 2, 2006.
- 2. All warrants previously issued to Mr. Sessoms may be exercised by his estate or beneficiary of his estate to whom such warrants were transferred within one year from the date of death (July 2, 2006); however, any such warrants which are not so exercised within one year of the date of death will expire.

<u>Douglas P. Williams.</u> <u>Executive Vice President</u>

<u>02/13/2007</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 See 18 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.