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WELLS REAL ESTATE INVESTMENT TRUST INC

Form 5

February 13, 2007

FORM 5 UNITED STATES SECURITIES AND EVOLANCE COMMISSION OMB

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 1.0

Number:

Expires:

3235-0362

January 31,

may continue. *See* Instruction 1(b).

1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

Reported Form 4

30(h) of the Investment Company Act of 1940

Transactions Reported

Reported								
1. Name and Address of Reporting Person * MOSS DONALD S			ner Name and Ti ol LLS REAL ES ESTMENT T	C	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Mon	tement for Issuer th/Day/Year) 1/2006	's Fiscal Year Ended	X Director Officer (give to below)	tleOthe		
9165 ETCH	HING OVERLO							
(Street)			Amendment, Date Month/Day/Year)	e Original	6. Individual or Joint/Group Reporting			
					(check	applicable line)		
DULUTH,	GA 30097				_X_ Form Filed by O Form Filed by M. Person	1 0		
(City)	(State)	(Zip)	able I - Non-De	rivative Securities Acq	uired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security	2. Transaction Date (Month/Day/Year)		3. f Transaction	4. Securities Acquired (A) or Disposed of (D)		6. Ownership	7. Nature of Indirect	

		140	ne i mon be	1 Non Delivative Securities Required, Disposed of, or Beneficiary Owned						
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	06/22/2006	Â	P	Amount 1,707.25	(D)	Price \$ 8.31	101,921.94	`	Â	
Common Stock	09/22/2006	Â	P	1,737.39	A	\$ 8.31	101,921.94	D	Â	
Common Stock	12/22/2006	Â	P	1,768.06	A	\$ 8.31	101,921.94	D	Â	

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

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SEC 2270 (9-02)

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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 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)	Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants	\$ 12	06/22/2006	Â	A	68.29	Â	06/22/2006	(1)	Common Stock	68.29
Warrants	\$ 12	09/22/2006	Â	A	69.5	Â	09/22/2006	(1)	Common Stock	69.5
Warrants	\$ 12	12/22/2006	Â	A	70.72	Â	12/22/2006	(1)	Common Stock	70.72

Reporting Owners

Reporting Owner Name / Address	Relationships						
F-	Director	10% Owner	Officer	Other			
MOSS DONALD S 9165 ETCHING OVERLOOK DULUTH, GA 30097	ÂΧ	Â	Â	Â			

Signatures

Douglas P. Williams, Attorney-in-Fact

02/13/2007

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

Expiration date of warrants shall be the earlier of (i) 5:00 p.m. Eastern Standard Time on the fifth anniversary of the date of a listing of Wells Real Estate Investment Trust, Inc. ("Wells REIT") shares on a national exchange, (ii) the date of removal "for cause" of the

(1) independent director to whom the warrant was issued as a director of Wells REIT, or (iii) three months following the date the independent director to whom the warrant was issued ceases to be a director of Wells REIT for any reason, except for death or disability, to which the warrant expires one year from the date of death.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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