

WELLS REAL ESTATE INVESTMENT TRUST INC
 Form 5
 February 13, 2007

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person *
STRICKLAND NEIL H

(Last) (First) (Middle)

4800 RIVER GREEN PKWY

(Street)

DULUTH, GA 30096

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WELLS REAL ESTATE INVESTMENT TRUST INC [N/A]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

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/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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 03/22/2006 | ^ | P | 21.87 A \$ 8.31 | 1,328.58 | D | ^ |
| Common Stock | 06/22/2006 | ^ | P | 22.25 A \$ 8.31 | 1,328.58 | D | ^ |
| Common Stock | 09/22/2006 | ^ | P | 22.65 A \$ 8.31 | 1,328.58 | D | ^ |
| Common Stock | 12/22/2006 | ^ | P | 23.05 A \$ 8.31 | 1,328.58 | D | ^ |

Edgar Filing: WELLS REAL ESTATE INVESTMENT TRUST INC - Form 5

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

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 control number.

SEC 2270
(9-02)

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) | 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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Warrants | \$ 12 | 03/22/2006 | Â | A | 0.87 Â | 03/22/2006 Â (1) | Common Stock | 0.87 |
| Warrants | \$ 12 | 06/22/2006 | Â | A | 0.89 Â | 06/22/2006 Â (1) | Common Stock | 0.89 |
| Warrants | \$ 12 | 09/22/2006 | Â | A | 0.91 Â | 09/22/2006 Â (1) | Common Stock | 0.91 |
| Warrants | \$ 12 | 12/22/2006 | Â | A | 0.92 Â | 12/22/2006 Â (1) | Common Stock | 0.92 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STRICKLAND NEIL H 4800 RIVER GREEN PKWY DULUTH, GA 30096 | Â X | 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).

(1) 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

Edgar Filing: WELLS REAL ESTATE INVESTMENT TRUST INC - Form 5

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.