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

WELLS REAL ESTATE INVESTMENT TRUST INC

Reminder: Report on a separate line for each class of

securities beneficially owned directly or indirectly.

Form 5

February 13, 2007

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer SESSOMS WALTER W Symbol WELLS REAL ESTATE (Check all applicable) INVESTMENT TRUST INC [N/A] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) _X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 12/31/2006 5995 RIVER CHASE CIRCL (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) ATLANTA. GAÂ 30328 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. 7. Nature of Transaction Indirect Security (Month/Day/Year) Execution Date, if (A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at end Direct (D) Ownership of Issuer's or Indirect (Instr. 4) Fiscal Year (I) (A) (Instr. 3 and (Instr. 4) or Price Amount (D) Common Â Â 03/22/2006 P 63,768.41 1,087.01 D Stock 8.31 Common P Â 06/22/2006(1) 1,106.21 A 63,768.41 Stock

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.

(9-02)

SEC 2270

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

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)		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	03/22/2006	Â	A	43.48	Â	03/22/2006	(2)	Common Stock	43.48
Warrants	\$ 12	06/22/2006	Â	A	44.25	Â	06/22/2006	(2)	Common Stock	44.25

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
SESSOMS WALTER W 5995 RIVER CHASE CIRCL ATLANTA, GA 30328	ÂΧ	Â	Â	Â		

Signatures

Douglas P. Williams, Executive Vice President

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) Mr. Walter W. Sessoms passed away on July 2, 2006.
- All warrants previously issued to Mr. Sessoms may be exercised by his estate or beneficiary of his estate to whom such warrants were (2) 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.

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.

Reporting Owners 2