

WELLS REAL ESTATE INVESTMENT TRUST INC  
 Form 5/A  
 April 13, 2006

**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 \*  
**CARTER BUD**

2. Issuer Name and Ticker or Trading Symbol  
**WELLS REAL ESTATE INVESTMENT TRUST INC [n/a]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2002**

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

**100 MT SHASTA LANE**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**02/13/2006**

6. Individual or Joint/Group Reporting

(check applicable line)

**ALPHARETTA, GA 30022**

(City) (State) (Zip)

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) (A) or (D) Price	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)
---------------------------------	--------------------------------------	--	--------------------------------	---	--	--	---

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
--	------------------------------------	--------------------------------------	--	--------------------------------	---	--	---

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

	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Warrants	\$ 12	03/23/2001	Â	A	1.24	Â	03/23/2001	Â <u>(1)</u>	Common Stock	1.24
Warrants	\$ 12	06/08/2001	Â	A	74.91	Â	06/08/2001	Â <u>(1)</u>	Common Stock	74.91
Warrants	\$ 12	06/12/2001	Â	A	62.92	Â	06/12/2001	Â <u>(1)</u>	Common Stock	62.92
Warrants	\$ 12	06/22/2001	Â	A	1.61	Â	06/22/2001	Â <u>(1)</u>	Common Stock	1.61
Warrants	\$ 12	06/28/2001	Â	A	0.14	Â	06/28/2001	Â <u>(1)</u>	Common Stock	0.14
Warrants	\$ 12	09/21/2001	Â	A	2.64	Â	09/21/2001	Â <u>(1)</u>	Common Stock	2.64
Warrants	\$ 12	12/04/2001	Â	A	44.94	Â	12/04/2001	Â <u>(1)</u>	Common Stock	44.94
Warrants	\$ 12	12/21/2001	Â	A	2.89	Â	12/21/2001	Â <u>(1)</u>	Common Stock	2.89
Warrants	\$ 12	03/22/2002	Â	A	3.7	Â	03/22/2002	Â <u>(1)</u>	Common Stock	3.7
Warrants	\$ 12	06/21/2002	Â	A	3.77	Â	06/21/2002	Â <u>(1)</u>	Common Stock	3.77
Warrants	\$ 12	07/02/2002	Â	A	8.99	Â	07/02/2002	Â <u>(1)</u>	Common Stock	8.99
Warrants	\$ 12	07/05/2002	Â	A	35.92	Â	07/05/2002	Â <u>(1)</u>	Common Stock	35.92
Warrants	\$ 12	08/02/2002	Â	A	22.47	Â	08/02/2002	Â <u>(1)</u>	Common Stock	22.47
Warrants	\$ 12	09/20/2002	Â	A	4.76	Â	09/20/2002	Â <u>(1)</u>	Common Stock	4.76
Warrants	\$ 12	10/24/2002	Â	A	22.47	Â	10/24/2002	Â <u>(1)</u>	Common Stock	22.47
Warrants	\$ 12	12/20/2002	Â	A	4.97	Â	12/20/2002	Â <u>(1)</u>	Common Stock	4.97
Warrants	\$ 12	12/23/2002	Â	A	0.05	Â	12/23/2002	Â <u>(1)</u>	Common Stock	0.05

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARTER BUD 100 MT SHASTA LANE ALPHARETTA, GA 30022	X	^	^	^

## Signatures

Douglas P. Williams, Attorney-in-Fact	04/13/2006
--	------------

\_\_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) No expiration date except upon dissolution, liquidation, or merger or consolidation of Wells Real Estate Investment Trust, Inc. ("Wells REIT") where Wells REIT is not the surviving corporation.

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.