

WELLS REAL ESTATE INVESTMENT TRUST INC

Form 5/A

April 12, 2006

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0362
Expires: January 31,
2005
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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 of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2005

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

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 Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/31/2005 ⁽¹⁾	Â	J5 ⁽¹⁾	1,238.76 ⁽¹⁾	A	\$ 8.31 ⁽²⁾	1,238.76	D	Â

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

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contained in this form are not required to respond unless
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SEC 2270
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date	Title	
Warrants	\$ 12	11/07/2000	Â	A	9.76	Â	11/07/2000	Â <u>(3)</u>	Common Stock	9
Warrants	\$ 12	12/21/2000	Â	A	0.08	Â	12/21/2000	Â <u>(3)</u>	Common Stock	0
Warrants	\$ 12	03/23/2001	Â	A	0.18	Â	03/23/2001	Â <u>(3)</u>	Common Stock	0
Warrants	\$ 12	06/22/2001	Â	A	0.19	Â	06/22/2001	Â <u>(3)</u>	Common Stock	0
Warrants	\$ 12	09/21/2001	Â	A	0.19	Â	09/21/2001	Â <u>(3)</u>	Common Stock	0
Warrants	\$ 12	12/21/2001	Â	A	0.2	Â	12/21/2001	Â <u>(3)</u>	Common Stock	0
Warrants	\$ 12	03/22/2002	Â	A	0.21	Â	03/22/2002	Â <u>(3)</u>	Common Stock	0
Warrants	\$ 12	06/21/2002	Â	A	0.21	Â	06/21/2002	Â <u>(3)</u>	Common Stock	0
Warrants	\$ 12	08/21/2002	Â	A	28	Â	08/21/2002	Â <u>(3)</u>	Common Stock	0
Warrants	\$ 12	09/20/2002	Â	A	0.37	Â	09/20/2002	Â <u>(3)</u>	Common Stock	0
Warrants	\$ 12	12/20/2002	Â	A	0.69	Â	12/20/2002	Â <u>(3)</u>	Common Stock	0
Warrants	\$ 12	03/21/2003	Â	A	0.7	Â	03/21/2003	Â <u>(3)</u>	Common Stock	0
Warrants	\$ 12	06/20/2003	Â	A	0.71	Â	06/20/2003	Â <u>(3)</u>	Common Stock	0
Warrants	\$ 12	09/22/2003	Â	A	0.73	Â	09/22/2003	Â <u>(3)</u>	Common Stock	0
Warrants	\$ 12	12/22/2003	Â	A	0.74	Â	12/22/2003	Â <u>(3)</u>	Common Stock	0
Warrants	\$ 12	03/22/2004	Â	A	0.75	Â	03/22/2004	Â <u>(3)</u>	Common Stock	0

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Warrants	\$ 12	06/22/2004	Â	A	0.76	Â	06/22/2004	Â ⁽³⁾	Common Stock
Warrants	\$ 12	09/22/2004	Â	A	0.81	Â	09/22/2004	Â ⁽³⁾	Common Stock
Warrants	\$ 12	12/22/2004	Â	A	0.83	Â	12/22/2004	Â ⁽³⁾	Common Stock
Warrants	\$ 12	03/22/2005	Â	A	0.84	Â	03/22/2005	Â ⁽³⁾	Common Stock
Warrants	\$ 12	06/22/2005	Â	A	0.86	Â	06/22/2005	Â ⁽³⁾	Common Stock
Warrants	\$ 12	09/22/2005	Â	A	0.88	Â	09/22/2005	Â ⁽³⁾	Common Stock
Warrants	\$ 12	12/22/2005	Â	A	0.86	Â	12/22/2005	Â ⁽³⁾	Common Stock
Options	\$ 12	12/31/2005 ⁽⁴⁾	Â	J ⁽⁴⁾	8,500 ⁽⁴⁾	Â	06/16/1999 ⁽⁵⁾	06/16/2009 ⁽⁶⁾	Common Stock

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

04/12/2006

__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) Represents total amount of securities purchased as of December 31, 2005.

(2) Prices ranging from \$10.00 to \$8.31 over five year period.

(3) 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.

(4) Represents total amount of options issued as of December 31, 2005.

(5) Exercisable dates ranging from 6/16/1999 to 7/19/2007.

(6) Expiration dates ranging from 6/16/2009 to 7/19/2015.

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