
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 9 TO
FORM S-11
REGISTRATION STATEMENT**

*Under
The Securities Act of 1933*

WELLS REAL ESTATE INVESTMENT TRUST, INC.

(Exact name of registrant as specified in governing instruments)

**6200 The Corners Parkway
Norcross, Georgia 30092-3365
(770) 449-7800**

(Address, including Zip Code, and Telephone Number, including Area Code,
of Registrant's Principal Executive Offices)

**Donald Kennicott, Esq.
Howard S. Hirsch, Esq.
Holland & Knight LLP
One Atlantic Center, Suite 2000
1201 West Peachtree Street, N.W.
Atlanta, Georgia 30309-3400
(404) 817-8500**

(Name, Address, including Zip Code, and Telephone Number,
including Area Code, of Registrant's Agent for Service)

Maryland
(State or other
Jurisdiction of Incorporation)

58-2328421
(I.R.S. Employer
Identification Number)

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. _____

Approximate date of commencement of proposed sale to the public: As soon as practicable following effectiveness of this Registration Statement.

Deregistration of Shares and Soliciting Dealer Warrants

Wells Real Estate Investment Trust, Inc. (the "Registrant") filed a Registration Statement on Form S-11 (Commission File No. 333-85848) (the "Registration Statement"), which was declared effective by the Securities and Exchange Commission on July 26, 2002, pursuant to which the Registrant registered 336,600,000 shares of its common stock, of which 300,000,000 shares were offered to the public on a "best efforts" basis, 30,000,000 shares were offered pursuant to the Registrant's dividend reinvestment plan, and 6,600,000 in soliciting dealer warrants were offered and shares underlying such warrants for issuance to participating broker-dealers upon their exercise of soliciting dealer warrants.

As of close of business on July 25, 2004, the Registrant had sold a total of 322,508,039 shares pursuant to the Registration Statement, including 297,674,954 shares sold to the public and 24,833,085 shares sold pursuant to the dividend reinvestment plan. The Registrant terminated the offering of the shares covered by this Registration Statement effective as of close of business on July 25, 2004, and hereby deregisters the remaining 7,491,961 shares which were previously registered under the Registration Statement and remained unsold as of close of business on July 25, 2004.

In addition, as of close of business July 25, 2004, the Registrant had issued a total of 6,386,399 soliciting dealer warrants. The Registrant hereby deregisters the remaining 213,601 soliciting dealer warrants and 213,601 shares underlying such warrants.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-11 and has duly caused this Post-Effective Amendment No. 9 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norcross, and State of Georgia, on the 10th day of September 2004.

WELLS REAL ESTATE INVESTMENT TRUST, INC.
A Maryland corporation
(Registrant)

By: /s/ Leo F. Wells, III
Leo F. Wells, III, President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 9 to Registration Statement has been signed below on September 10, 2004 by the following persons in the capacities indicated.

<u>Name</u>	<u>Title</u>
<u>/s/ Leo F. Wells, III</u> Leo F. Wells, III	President and Director (Principal Executive Officer)
<u>/s/ Douglas P. Williams</u> Douglas P. Williams	Executive Vice President and Director (Principal Financial and Accounting Officer)
<u>/s/ Michael R. Buchanan</u> Michael R. Buchanan (By Douglas P. Williams, as Attorney-in-fact)	* Director
<u>/s/ Richard W. Carpenter</u> Richard W. Carpenter (By Douglas P. Williams, as Attorney-in-fact)	* Director
<u>/s/ Bud Carter</u> Bud Carter (By Douglas P. Williams, as Attorney-in-fact)	* Director
<u>/s/ William H. Keogler, Jr.</u> William H. Keogler, Jr. (By Douglas P. Williams, as Attorney-in-fact)	* Director
<u>/s/ Donald S. Moss</u> Donald S. Moss (By Douglas P. Williams, as Attorney-in-fact)	* Director
<u>/s/ Walter W. Sessoms</u> Walter W. Sessoms (By Douglas P. Williams, as Attorney-in-fact)	* Director
<u>/s/ Neil H. Strickland</u> Neil H. Strickland (By Douglas P. Williams, as Attorney-in-fact)	* Director
<u>/s/ W. Wayne Woody</u> W. Wayne Woody (By Douglas P. Williams, as Attorney-in-fact)	** Director

* By Douglas P. Williams, as Attorney-in-fact, pursuant to Power of Attorney dated April 20, 2003 and included as Exhibit 24.1 herein.

** By Douglas P. Williams, as Attorney-in-fact, pursuant to Power of Attorney dated July 25, 2003 and included as Exhibit 24.2 herein.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
24.1	Power of Attorney, filed herewith
24.2	Power of Attorney, filed herewith

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Leo F. Wells, III and Douglas P. Williams, or either of them acting singly, as his true and lawful attorney-in-fact, for him and in his name, place and stead, to execute and sign any and all amendments, including any post-effective amendments, to the Registration Statement on Form S-11 of Wells Real Estate Investment Trust, Inc. or any additional Registration Statement filed pursuant to Rule 462 and to cause the same to be filed with the Securities and Exchange Commission hereby granting to said attorneys-in-fact and each of them full power and authority to do and perform all and every act and thing whatsoever requisite or desirable to be done in and about the premises as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all acts and things that said attorneys-in-fact or either of them may do or cause to be done by virtue of these presents.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Power of Attorney has been signed below, effective as of April 20, 2003, by the following persons and in the capacities indicated below.

<u>Signatures</u>	<u>Title</u>
/S/ LEO F. WELLS, III _____ Leo F. Wells, III	President and Director (Principal Executive Officer)
/S/ DOUGLAS P. WILLIAMS _____ Douglas P. Williams	Executive Vice President and Director (Principal Financial and Accounting Officer)
/S/ JOHN L. BELL _____ John L. Bell	Director
/S/ MICHAEL R. BUCHANAN _____ Michael R. Buchanan	Director
/S/ RICHARD W. CARPENTER _____ Richard W. Carpenter	Director
/S/ BUD CARTER _____ Bud Carter	Director
/S/ WILLIAM H. KEOGLER, JR. _____ William H. Keogler, Jr.	Director
/S/ DONALD S. MOSS _____ Donald S. Moss	Director
/S/ WALTER W. SESSOMS _____ Walter W. Sessoms	Director
/S/ NEIL H. STRICKLAND _____ Neil H. Strickland	Director

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Power of Attorney has been signed below, effective as of July 25, 2003, by the following person and in the capacity indicated below.

Signatures

Title

/s/ W. Wayne Woody

Director

W. Wayne Woody