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

#### WELLS REAL ESTATE INVESTMENT TRUST II INC

Form 5

February 13, 2007

#### **OMB APPROVAL** FORM 5 **OMB**

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Reported Form 4

1(b).

Transactions Reported

| 1. Name and AcCARTER B | *         | rting Person * | 2. Issuer Name and Ticker or Trading Symbol WELLS REAL ESTATE INVESTMENT TRUST II INC | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable) |  |  |  |
|------------------------|-----------|----------------|---|--|--|--|--|
| (Last)                 | (First)   | (Middle)       | [N/A]  3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2006        | _X_ Director 10% Owner Officer (give title below) Other (specify below)  |  |  |  |
| 100 MT SH              | ASTA LANI | Ξ              |   |  |  |  |  |
|                        | (Street)  |                | 4. If Amendment, Date Original Filed(Month/Day/Year)                                  | 6. Individual or Joint/Group Reporting                                   |  |  |  |
|                        |           |                |   | (check applicable line)  |  |  |  |

### ALPHARETTA, GAÂ 30022

\_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting

| (City)                               | (State)                                 | (Zip) Tabl  | e I - Non-Der                           | ivative Se                        | curitie      | es Acqui   | red, Disposed o   | f, or Beneficial   | lly Owned   |
|--------------------------------------|---|---|---|-----------------------------------|--------------|------------|---|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securi (A) or D (D) (Instr. 3, | 4 and (A) or | d of       | 5. Amount of<br>Securities<br>Beneficially<br>Owned at end<br>of Issuer's<br>Fiscal Year<br>(Instr. 3 and<br>4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Stock                      | 03/22/2006                              | Â   | P                                       | 23.43                             | A            | \$<br>9.55 | 10,162.29   | I  | Spouse  |
| Common<br>Stock                      | 03/22/2006                              | Â   | P                                       | 2.6                               | A            | \$<br>9.55 | 10,162.29   | I  | Daughter  |
| Common<br>Stock                      | 06/22/2006                              | Â   | P                                       | 23.78                             | A            | \$<br>9.55 | 10,162.29   | I  | Spouse  |
| Common                               | 06/22/2006                              | Â   | P                                       | 2.63                              | A            | \$         | 10,162.29   | I  | Daughter  |

3235-0362

January 31,

2005

1.0

Number:

Expires:

response...

Estimated average

burden hours per

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| Stock           |            |   |   |       |   | 9.55       |           |   |          |
|-----------------|------------|---|---|-------|---|------------|-----------|---|----------|
| Common<br>Stock | 09/22/2006 | Â | P | 24.17 | A | \$<br>9.55 | 10,162.29 | I | Spouse   |
| Common<br>Stock | 09/22/2006 | Â | P | 2.68  | A | \$<br>9.55 | 10,162.29 | I | Daughter |
| Common<br>Stock | 12/22/2006 | Â | P | 24.53 | A | \$<br>9.55 | 10,162.29 | I | Spouse   |
| Common<br>Stock | 12/22/2006 | Â | P | 2.72  | A | \$<br>9.55 | 10,162.29 | I | Daughter |

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)

D

Is

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

| 1. Title of | 2.          | 3. Transaction Date | 3A. Deemed         | 4.          | 5.         | 6. Date Exerc | cisable and | 7. Titl | e and    | 8. Price of |
|-------------|-------------|---------------------|--------------------|-------------|------------|---------------|-------------|---------|----------|-------------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transaction | Number     | Expiration D  | ate         | Amou    | nt of    | Derivative  |
| Security    | or Exercise |                     | any                | Code        | of         | (Month/Day/   | Year)       | Under   | lying    | Security    |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)  | Derivative | e             |             | Secur   | ities    | (Instr. 5)  |
|             | Derivative  |                     |                    |             | Securities |               |             | (Instr. | 3 and 4) |             |
|             | Security    |                     |                    |             | Acquired   |               |             |         |          |             |
|             | •           |                     |                    |             | (A) or     |               |             |         |          |             |
|             |             |                     |                    |             | Disposed   |               |             |         |          |             |
|             |             |                     |                    |             | of (D)     |               |             |         |          |             |
|             |             |                     |                    |             | (Instr. 3, |               |             |         |          |             |
|             |             |                     |                    |             | 4, and 5)  |               |             |         |          |             |
|             |             |                     |                    |             |            |               |             |         |          |             |
|             |             |                     |                    |             |            |               |             |         | Amount   |             |
|             |             |                     |                    |             |            | Date          | Expiration  |         | or       |             |
|             |             |                     |                    |             |            | Exercisable   | Date        | Title   | Number   |             |
|             |             |                     |                    |             |            | 2.1010184010  | 2           |         | of       |             |
|             |             |                     |                    |             | (A) (D)    |               |             |         | Shares   |             |

# **Reporting Owners**

| Reporting Owner Name / Address                           | Relationships |           |         |       |  |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|--|
|  | Director      | 10% Owner | Officer | Other |  |  |  |  |
| CARTER BUD<br>100 MT SHASTA LANE<br>ALPHARETTA, GA 30022 | ÂX            | Â         | Â       | Â     |  |  |  |  |

# **Signatures**

Douglas P. Williams, Attorney-in-Fact 02/13/2007

\*\*Signature of Reporting Person Date

Reporting Owners 2

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## **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).

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.