Edgar Filing: WELLS REAL ESTATE INVESTMENT TRUST II INC - Form 4

WELLS REAL ESTATE INVESTMENT TRUST II INC

Form 4

February 15, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WELLS LEO F III

2. Issuer Name and Ticker or Trading

Symbol

WELLS REAL ESTATE INVESTMENT TRUST II INC

[N/A]

(Last) (First) (Middle)

6200 THE CORNERS PARKWAY

(State)

3. Date of Earliest Transaction

(Month/Day/Year) 02/14/2007

(Street)

(Zip)

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

President

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I. Non-Derivative Securities Acquired Disposed of or Reneficially Owned

NORCROSS, GA 30092

(City)

	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Deficically Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acq	uired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	or(A) or Disp	osed o	of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5)		Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned Following	Direct (D)	Ownership
					(4)		Reported	or Indirect	(Instr. 4)
					(A)		Transaction(s)	(I)	
			C + V	A	or	ъ.	(Instr. 3 and 4)	(Instr. 4)	
			Code V	Amount	(D)	Price			
Common Stock	02/14/2007		P	66.3503	A	\$ 9.05	126,789.6876 (1)	D	
Common Stock	02/14/2007		P	2.6677	A	\$ 9.3	126,789.6876 (1)	I	Spouse

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

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	Execution Date, if	4. Transactio		6. Date Exercises Expiration D	ate	7. Title a	of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of		any (Month/Day/Year)	Code (Instr. 8)	of Derivative	(Month/Day/ e	i cai j	Underlyi Securitie	_	Security (Instr. 5)	Secur Bene
	Derivative				Securities			(Instr. 3	and 4)		Owne
	Security				Acquired (A) or						Follo Repo
					Disposed						Trans
					of (D) (Instr. 3,						(Instr
					4, and 5)						
								A	mount		
						Date	Expiration	or Title N	r Iumber		
					(4)	Exercisable	Date	of	f		
				Code V	(A) (D)			Sl	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

WELLS LEO F III 6200 THE CORNERS PARKWAY

X President

NORCROSS, GA 30092

Signatures

Douglas P. Williams, Attorney-in-Fact

02/15/2007

Date

**Signature of Reporting Person

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) The reported transactions are comprised of 125,620.5891 direct and 1,169.0985 indirect shares.

Note: File three copies of this Form, one of which must be manually signed. If space 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.

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