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

WELLS RE Form 4 October 27,	EAL ESTATE INV , 2008	VESTMEN	NT TRI	JST II I	IN	С								
FORM	ЛЛ										OMB AF	PROVA	L	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							MMISSION	OMB Number:	3235-0287					
Check this box if no longer				NGES IN BENEFICIAL OWNERSHI SECURITIES						CRSHIP OF	Expires: January Estimated average burden hours per response		y 31, 2005 0.5	
Form 5 obligati may con <i>See</i> Inst 1(b).	ons ntinue. Section 17((a) of the F	Public U	Jtility H	Iol	lding		ny Ac	ct of 19	Act of 1934, 935 or Section				
(Print or Type	Responses)													
CARTER BUD Symbo WELI INVE			Symbol WELL	LS REAL ESTATE ESTMENT TRUST II INC					Is	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X_ Director 10% Owner				
(Mon			(Month/	. Date of Earliest Transaction Month/Day/Year) 0/23/2008						Officer (give t elow)	itle Othe below)	er (specify		
				nendment, Date Original Ionth/Day/Year)					A	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
ALPHARE	ETTA, GA 30022								Pe	erson	ore than one Re	porting		
(City)	(State)	(Zip)	Tał	ole I - No	on-l	Deriv	ative Secu	urities	Acquir	ed, Disposed of,	or Beneficial	ly Owned	l	
1.Title of Security (Instr. 3)		saction Date 2A. Deemed /Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Pri					5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Natur Indirect Benefic Owners (Instr. 4	ial hip	
Common Stock	10/23/2008			Р)4.9724		\$ 9.05	33,356.769 (1)	D			

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.

 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 Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CARTER BUD 100 MT SHASTA LANE ALPHARETTA, GA 30022	Х						
Signatures							
Douglas P. Williams, Attorney-in-Fact	10/27/2008						
**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) The amount of securities beneficially owned as of October 27, 2008 is comprised of 9502.7625 direct and 23,854.0065 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.