

WAL MART STORES INC

FORM 10-K (Annual Report)

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

FORM 10-K

Annual report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

for the fiscal year ended January 31, 2008,

or

Transition report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number 1-6991.

WAL★MART®

Saving people money
so they can live better

WAL-MART STORES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

71-0415188

(IRS Employer
Identification No.)

702 S.W. 8th Street

Bentonville, Arkansas

(Address of principal executive offices)

72716

(Zip Code)

Registrant's telephone number, including area code: (479) 273-4000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Common Stock, par value \$0.10 per share

Name of each exchange on which registered

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for at least the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form

10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of “accelerated filer,” large accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of July 31, 2007, the aggregate market value of the voting common stock of the registrant held by non-affiliates of the registrant, based on the closing sale price of those shares on the New York Stock Exchange reported on July 31, 2007, was \$108,832,733,376. For the purposes of this disclosure only, the registrant has assumed that its directors, executive officers and beneficial owners of 5% or more of the registrant’s common stock are the affiliates of the registrant.

The registrant had 3,954,458,057 shares of common stock outstanding as of March 21, 2008.

DOCUMENTS INCORPORATED BY REFERENCE

<u>Document</u>	<u>Parts Into Which Incorporated</u>
Portions of Annual Report to Shareholders for the Fiscal Year Ended January 31, 2008 (“Annual Report to Shareholders”) included as an exhibit to this Form 10-K	Parts I and II
Portions of Proxy Statement for the Annual Meeting of Shareholders to be held June 6, 2008 (“Proxy Statement”)	Part III

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS AND INFORMATION

This Annual Report on Form 10-K, the other reports, statements, and information that Wal-Mart Stores, Inc. (together with its subsidiaries hereinafter referred to as “we,” “Wal-Mart” or the “Company”) have previously filed or that we may subsequently file with the Securities and Exchange Commission (“SEC”) and public announcements that we have previously made or may subsequently make include, may include, or may incorporate by reference certain statements that may be deemed to be “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, and that are intended to enjoy the protection of the safe harbor for forward-looking statements provided by that Act. The forward-looking statements included or incorporated by reference in this Form 10-K and that are or may be included or incorporated by reference in those reports, statements, information, and announcements address activities, events or developments that we expect or anticipate will or may occur in the future, including or relating, but not limited to, the amount, nature and allocation of future capital expenditures, opening of additional stores and clubs in the United States and additional units in the other countries in which we operate, conversion of discount stores into supercenters, relocations of existing units, remodeling of or special projects at existing units, expansion and other development trends of the retail industry, our ability to integrate newly acquired operations into our existing operations, our business strategy, our pricing strategy, our cost of goods, our inventory levels, the anticipated success and timing of various operating initiatives, our ability to increase our market share, our financing strategy, expansion and growth of our business, changes in our operations, including the mix of products sold, our liquidity and ability to access the capital markets, the effect of economic developments on our customers and our operations, our anticipated earnings per share for certain periods, our annual tax rate, our anticipated levels of change in comparable store sales from one period to another period and other similar matters. Forward-looking statements are often identified by the use of words or phrases such as “anticipate,” “believe,” “could occur,” “could result,” “estimate,” “expect,” “forecast,” “plan,” “projected,” “will be,” “will continue,” “will change,” “will decrease” and “will increase.” Although we believe the expectations expressed in the forward-looking statements included in this Form 10-K and such reports, statements, information and announcements are based or will be based on reasonable assumptions within the bounds of our knowledge of our business, a number of factors could cause our actual results to differ materially from those expressed or implied in any forward-looking statements, whether oral or written, made by us or on our behalf. Many of these factors have previously been identified in filings or statements made by us or on our behalf.

Our business operations are subject to numerous factors outside our control. Any one, or a combination, of these factors could materially affect our financial performance, business operations, business strategy, plans, goals and objectives. These factors include, but are not limited to: general economic conditions, the cost of goods, consumer credit availability, information security costs, labor costs, transportation costs, the cost of diesel fuel, gasoline, natural gas and electricity, the cost of healthcare benefits, our insurance costs, the cost of construction materials, availability of acceptable building sites for new stores, clubs and other formats, competitive pressures, inflation, accident-related costs, consumer buying patterns and debt levels, weather patterns, catastrophic events, transport of goods from foreign suppliers, currency exchange fluctuations, trade restrictions, changes in tariff and freight rates, adoption of or changes in tax and other laws and regulations that affect our business, the outcome of legal proceedings to which we are a party, unemployment levels, interest rate fluctuations, changes in employment legislation and other capital market, economic and geo-political conditions and events. Moreover, we typically earn a disproportionate part of our annual operating income in the fourth quarter as a result of the seasonal buying patterns. Those buying patterns are difficult to forecast with certainty. The foregoing list of factors that may affect our performance is not exclusive. Other factors and unanticipated events could adversely affect our business operations and financial performance. Our business operations, results of operations, financial condition and liquidity are subject to other risk factors, which we discuss below under the caption “Item 1A. Risk Factors.” Readers are urged to consider all of these risks, uncertainties and other factors carefully in evaluating the forward-looking statements. Forward-looking statements that we make or that are made by others on our behalf are based on a knowledge of our business and the environment in which we operate, but because of the factors described and listed above, as well as other factors, or as a result of changes in facts, assumptions not being realized or other circumstances, actual results may differ materially from those contemplated in the forward-looking statements. Consequently, this cautionary statement qualifies all of the forward-looking statements we make herein and that are incorporated by reference herein. We cannot assure the reader that the results or developments expected or anticipated by us will be realized or, even if substantially realized, that those results or developments will result in the expected consequences for us or affect us, our business, our operations or our operating results in the way we expect. We caution readers not to place undue reliance on such forward-looking statements, which speak only as of their dates. We undertake no obligation to update any of the forward-looking statements to reflect subsequent events or circumstances except to the extent required by applicable law.

WAL-MART STORES, INC.
ANNUAL REPORT ON FORM 10-K
FOR THE FISCAL YEAR ENDED JANUARY 31, 2008

PART I

ITEM 1. BUSINESS

General

Wal-Mart Stores, Inc. (“Wal-Mart,” the “Company” or “we”) operates retail stores in various formats around the world and is committed to saving people money so they can live better. We earn the trust of our customers every day by providing a broad assortment of quality merchandise and services at every day low prices (“EDLP”) while fostering a culture that rewards and embraces mutual respect, integrity and diversity. EDLP is our pricing philosophy under which we price items at a low price every day so that our customers trust that our prices will not change under frequent promotional activity. Our fiscal year ends on January 31. During the fiscal year ended January 31, 2008, we had net sales of \$374.5 billion.

Our operations comprise three business segments: Wal-Mart Stores, Sam’s Club and International.

Our Wal-Mart Stores segment is the largest segment of our business, accounting for 64.0% of our fiscal 2008 net sales and operates stores in three different formats in the United States, as well as Wal-Mart’s online retail operations, walmart.com. Our Wal-Mart Stores retail formats include:

- Supercenters, which average approximately 187,000 square feet in size and offer a wide assortment of general merchandise and a full-line supermarket;
- Discount stores, which average approximately 108,000 square feet in size and offer a wide assortment of general merchandise and a limited variety of food products; and
- Neighborhood Markets, which average approximately 42,000 square feet in size and offer a full-line supermarket and a limited assortment of general merchandise.

Our Sam’s Club segment consists of membership warehouse clubs in the United States and the segment’s online retail operations, samsclub.com. Sam’s Club accounted for 11.8% of our fiscal 2008 net sales. Our focus for Sam’s Club is to provide exceptional value on brand-name merchandise at “members only” prices for both business and personal use. Our Sam’s Clubs average approximately 132,000 square feet in size.

At January 31, 2008, our International segment consisted of retail operations in 12 countries and Puerto Rico. This segment generated 24.2% of our fiscal 2008 net sales. The International segment includes numerous different formats of retail stores and restaurants, including discount stores, supercenters and Sam’s Clubs that operate outside the United States.

We maintain our principal offices at 702 S.W. 8th Street, Bentonville, Arkansas 72716, USA.

The Development of Our Company

Although Wal-Mart was incorporated in Delaware in October 1969, the businesses conducted by our founders began in 1945 when Sam M. Walton opened a franchise Ben Franklin variety store in Newport, Arkansas. In 1946, his brother, James L. Walton, opened a similar store in Versailles, Missouri. Until 1962, our founders’ business was devoted entirely to the operation of variety stores. In that year, the first Wal-Mart Discount City, which was a discount store, opened in Rogers, Arkansas. In fiscal 1984, we opened our first three Sam’s Clubs, and in fiscal 1988, we opened our first supercenter. In fiscal 1999, we opened our first Neighborhood Market.

In fiscal 1992, we began our first international initiative when we entered into a joint venture in Mexico, in which we owned a 50% interest along with Cifra S.A. de C.V. (“Cifra”). In fiscal 1998, we acquired the controlling interest in Cifra, and in February 2000, Cifra officially changed its name to Wal-Mart de Mexico, S.A. de C.V. Since fiscal 1992, our international presence has continued to expand, and at January 31, 2008, we had international operations in Argentina, Brazil, Canada, Costa Rica, El Salvador, Guatemala, Honduras, Japan, Mexico, Nicaragua, Puerto Rico, and the United Kingdom. We also operate through joint ventures in China and new planned operations through a joint venture in India in fiscal 2009.

At January 31, 2008, we operated 971 discount stores, 2,447 supercenters, 132 Neighborhood Markets and 591 Sam's Clubs in the United States. Internationally, at the end of fiscal year 2008, the Company operated units in Argentina (21), Brazil (313), Canada (305), Costa Rica (149), El Salvador (70), Guatemala (145), Honduras (47), Japan (394), Mexico (1,023), Nicaragua (46), Puerto Rico (54), and the United Kingdom (352). We also operated 202 stores in China through a combination of joint ventures and minority-owned subsidiaries at January 31, 2008.

The following tables provide summary information regarding the numbers, additions and square footage of our discount stores, supercenters, Neighborhood Markets and Sam's Clubs in the United States, and the numbers and square footage of our units in our international markets for each of our fiscal years from fiscal 2004 through fiscal 2008.

**WAL-MART STORES SEGMENT
STORE COUNT AND SQUARE FOOTAGE ⁽¹⁾
FISCAL YEARS ENDED JANUARY 31, 2004 THROUGH 2008**

Fiscal Year	Wal-Mart Discount Stores					Wal-Mart Supercenters			
	Opened	Closed	Conversions ⁽²⁾		Square Footage	Opened ⁽²⁾	Closed	Total	Square Footage
				Total					
Balance Forward					1,568	151,913		1,258	234,611
2004	41	1	130	1,478	145,065	213	—	1,471	275,067
2005	36	2	159	1,353	135,481	242	—	1,713	320,056
2006	24	2	166	1,209	123,607	267	—	1,980	370,711
2007	15	2	147	1,075	114,507	279	3	2,256	421,211
2008	7	2	109	971	104,561	191	—	2,447	456,516

Fiscal Year	Wal-Mart Neighborhood Markets				Total Wal-Mart Stores Segment				
	Opened	Closed	Total	Square Footage	Opened ⁽³⁾	Closed	Total	Square Footage	
Balance Forward			49	2,161			2,875	388,685	
2004		15	—	64	2,778	139	1	3,013	422,910
2005		21	—	85	3,621	140	2	3,151	459,158
2006		15	—	100	4,218	140	2	3,289	498,536
2007		12	—	112	4,672	159	5	3,443	540,390
2008		20	—	132	5,552	109	2	3,550	566,629

(1) "Total" and "Square Footage" columns are as of January 31, of the years shown. Square footage is reported in thousands.

(2) Includes expansions, relocations and conversions of discount stores to supercenters.

(3) Total opened, net of expansions, relocations and conversions of discount stores to supercenters.

SAM'S CLUB SEGMENT
CLUB COUNT AND SQUARE FOOTAGE
FISCAL YEARS ENDED JANUARY 31, 2004 THROUGH 2008 ⁽¹⁾

<u>Fiscal Year</u>	<u>Opened</u>	<u>Closed</u>	<u>Total</u>	<u>Square Footage</u>
Balance Forward			525	65,747
2004	13	—	538	68,144
2005	13	—	551	70,677
2006	17	1	567	73,391
2007	15	3	579	76,270
2008	12	—	591	78,236

(1) "Total" and "Square Footage" columns are as of January 31, of the years shown. Square footage is reported in thousands.

The number of discount stores, supercenters, Neighborhood Markets and Sam's Clubs located in each state in the United States at January 31, 2008 is disclosed in our Annual Report to Shareholders under the caption "Fiscal 2008 End-of-Year Store Count" and is incorporated herein by reference. Portions of such Annual Report to Shareholders are included as an exhibit to this Annual Report on Form 10-K.

INTERNATIONAL SEGMENT ⁽⁵⁾
UNIT COUNT AND SQUARE FOOTAGE ⁽¹⁾
FISCAL YEARS ENDED JANUARY 31, 2004 THROUGH 2008

<u>Fiscal Year</u>	<u>Argentina</u>		<u>Brazil ⁽²⁾</u>		<u>Canada</u>		<u>China ⁽³⁾</u>		<u>Central America</u>	
	<u>Unit Count</u>	<u>Square Footage</u>	<u>Unit Count</u>	<u>Square Footage</u>	<u>Unit Count</u>	<u>Square Footage</u>	<u>Unit Count</u>	<u>Square Footage</u>	<u>Unit Count</u>	<u>Square Footage</u>
Balance Forward	11	2,175	22	3,143	213	24,742	26	4,025		
2004	11	2,175	25	3,370	235	27,211	34	5,713		
2005	11	2,175	149	11,393	262	29,953	43	7,550		
2006	11	2,175	295	23,225	278	31,730	56	10,261		
2007	13	2,427	299	23,789	289	33,591	73	13,583	413	7,128
2008	21	3,789	313	24,958	305	36,590	202	36,391	457	7,822

<u>Fiscal Year</u>	<u>Japan ⁽⁴⁾</u>		<u>Mexico</u>		<u>Puerto Rico</u>		<u>United Kingdom</u>		<u>Total International</u>	
	<u>Unit Count</u>	<u>Square Footage</u>	<u>Unit Count</u>	<u>Square Footage</u>	<u>Unit Count</u>	<u>Square Footage</u>	<u>Unit Count</u>	<u>Square Footage</u>	<u>Unit Count</u>	<u>Square Footage</u>
Balance Forward			581	32,106	52	3,182	258	20,941	1,163	90,314
2004			623	35,334	53	3,478	267	21,967	1,248	99,248
2005			679	39,133	54	3,596	282	23,328	1,480	117,128
2006	398	28,618	774	44,655	54	3,774	315	25,532	2,181	169,970
2007	392	28,780	889	50,401	54	3,829	335	26,800	2,757	190,328
2008	394	26,425	1,023	56,804	54	3,829	352	27,868	3,121	224,476

(1) Square footage is reported in thousands. Excludes units and square footage for our operations in Germany and South Korea, which we disposed of in October 2006.

(2) Brazil includes 118 units acquired from Bompreço S.A. Supermercados do Nordeste in February 2004 and 139 units acquired from Sonae Distribuição Brasil S.A. in December 2005.

(3) Includes units of Bounteous Company Ltd. ("BCL"). BCL operates 101 hypermarkets in 34 cities in China under the Trust-Mart banner.

(4) Excludes 52 Wakana units, which are take-out restaurants generally less than 1,000 square feet in size.

(5) Further information regarding our international operating formats by market can be found under the caption "International Segment" below.

Our Business Segments

Our retail operations serve our customers through three segments. The Wal-Mart Stores segment includes our supercenters, discount stores and Neighborhood Markets in the United States as well as walmart.com. The Sam's Club segment includes the warehouse membership clubs in the United States as well as samsclub.com. The International segment consists of our operations in Argentina, Brazil, Canada, China, Costa Rica, El Salvador, Guatemala, Honduras, Japan, Mexico, Nicaragua, Puerto Rico and the United Kingdom. You will find information concerning the financial results of our segments and the total and long-lived assets of each of those segments in Note 11 to the Consolidated Financial Statements and in Management's Discussion and Analysis of Financial Condition and Results of Operations. We have incorporated by reference in this Annual Report on Form 10-K our Consolidated Financial Statements as of January 31, 2008, and for the year then ended, the Notes to the Consolidated Financial Statements, and Management's Discussion and Analysis of Financial Condition and Results of Operations that are contained in our Annual Report to Shareholders, portions of which are included as an exhibit hereto.

Wal-Mart Stores Segment

The Wal-Mart Stores segment had net sales of \$239.5 billion, \$226.3 billion and \$209.9 billion for the fiscal years ended January 31, 2008, 2007 and 2006, respectively. During the most recent fiscal year, no single supercenter, discount store or Neighborhood Market location accounted for as much as 1% of total Company net sales.

General. As a mass merchandiser of consumer products, the Wal-Mart Stores segment operates retail stores in all 50 states, with discount stores in 47 states, supercenters in 48 states and Neighborhood Markets in 15 states. Our discount stores range in size from 30,000 square feet to 224,000 square feet, with an average size of approximately 108,000 square feet. Supercenters range in size from 98,000 square feet to 246,000 square feet, with an average size of approximately 187,000 square feet. Neighborhood Markets range in size from 37,000 square feet to 56,000 square feet, with an average size of approximately 42,000 square feet. Customers can also purchase a broad assortment of merchandise and services online at www.walmart.com.

Merchandise. Wal-Mart discount stores and the general merchandise area of supercenters carry apparel for women, girls, men, boys and infants, domestics, fabrics and notions, stationery and books, shoes, housewares, hardware, electronics, home furnishings, small appliances, automotive accessories, horticulture and accessories, sporting goods, toys, pet food and pet accessories, cellular phones and cellular service plan contracts, cameras and supplies, health and beauty aids, pharmaceuticals, jewelry and optical and provide photo processing services. In addition, our stores offer an assortment of grocery merchandise. The grocery assortment in our supercenters consists of a full line of grocery items, including meat, produce, deli, bakery, dairy, frozen foods, floral and dry grocery. Most of our discount stores carry a limited assortment of dry grocery merchandise, while a number of our larger discount stores in some markets carry a broader assortment of grocery items, including perishable items. Neighborhood Markets are generally organized into departments such as: dry grocery, meat, produce, deli, bakery, dairy, frozen foods, floral, pharmaceuticals, photo processing, health and beauty aids, household chemicals, paper goods, general merchandise and pet supplies. The Wal-Mart Stores segment also offers financial services and products, including money orders, wire transfers, check cashing and bill payment.

Nationally advertised merchandise represents a significant portion of sales in the Wal-Mart Stores segment. We also market lines of merchandise under our private-label store brands including "Sam's Choice," "Great Value," "Everstart," "Ol' Roy," "Puritan," "Equate," "No Boundaries," "George," "Athletic Works," "Durabrand," "HomeTrends," "Mainstays," "Metro 7," "Parent's Choice," "Ozark Trail," "ReliOn," "White Stag," "Sand N Sun," "Canopy" and "Kid Connection." The Company also markets lines of merchandise under licensed brands, some of which include "General Electric," "Disney," "McDonald's," "Mary-Kate and Ashley," "Better Homes & Gardens" and "Starter."

Sales for the Wal-Mart Stores segment by general merchandise category were as follows during the fiscal year ended:

CATEGORY	JANUARY 31,	JANUARY 31,
	2008	2007
Grocery	41%	39%
Health & Beauty Aids	6%	6%
Health & Wellness	9%	9%
Apparel, Shoes & Jewelry	12%	13%
Home	6%	6%
Entertainment, Electronics & Toys	14%	14%
Seasonal & Hardlines	12%	13%
Total	100%	100%

Operations. Hours of operation for nearly all supercenters and an increasing number of discount stores and Neighborhood Markets are 24 hours each day. Hours of operation for the remaining supercenters, discount stores and Neighborhood Markets vary by location, but are generally 7:00 a.m. to 10:00 or 11:00 p.m., seven days a week. We accept a variety of payment methods including credit cards, debit cards and a private-label store credit card through a third-party provider. In addition, our pharmacy departments accept payments for prescription drugs through our customers' health benefit plans.

Seasonal Aspects of Operations. The Wal-Mart Stores segment's business is seasonal to a certain extent. Generally, its highest volume of sales occurs in the fourth fiscal quarter, which includes the holiday season, and the lowest volume occurs during the first fiscal quarter.

Competition. Our discount stores compete with other discount, department, drug, variety and specialty stores and supermarkets, many of which are national or regional chains. Our supercenters compete with other supercenter-type stores, hypermarkets, discount stores, supermarkets, department, drug, variety and specialty stores, many of which are national or regional chains. We also compete with internet-based retailers and catalog businesses and with other retailers for new store sites.

Our ability to develop the right locations and offer value and service to our customers largely determines our competitive position within the retail industry. We employ many programs designed to meet competitive pressures within our industry. These programs include the following:

- Every Day Low Prices ("EDLP") – our commitment to price leadership and our pricing philosophy under which we price items at a low price every day so that our customers trust that our prices will not change under frequent promotional activity;
- Rollbacks – our commitment to continually pass cost savings on to the customer by lowering prices on selected goods;
- Store Within a Store – a program to provide accountability to assistant managers and department managers as to merchandise planning and overall department performance; and
- Store of the Community – a program to ensure that the merchandise assortment in a particular store fits the demographic needs of the local community in which that store is located.

In addition to these programs, we believe our broad assortment of merchandise that provides one-stop shopping, our in-stock levels that provide confidence to our customers that we will have what they need, and our long operating hours that allow customers to shop at their convenience provide us with additional competitive advantages.

Distribution. During fiscal 2008, approximately 81% of the Wal-Mart Stores segment's purchases of merchandise were shipped through distribution centers. The balance of merchandise purchased was shipped directly to stores from suppliers. During fiscal 2008, the Company opened two general merchandise distribution centers and two grocery distribution centers and closed two tire distribution centers. General merchandise is transported to stores primarily through our private truck fleet. However, we contract with common carriers to transport the majority of our perishable and dry grocery merchandise.

Our Wal-Mart Stores segment operations are supported by 121 distribution facilities as of January 31, 2008, located strategically throughout the continental United States. Of these 121 distribution facilities, we owned and operated 106.

Third parties owned and operated the remaining 15 distribution facilities. In addition to servicing the Wal-Mart Stores segment, some of our Wal-Mart distribution centers also service our Sam's Club segment for certain items.

Sam's Club Segment

The Sam's Club segment had net sales of \$44.4 billion, \$41.6 billion and \$39.8 billion for the fiscal years ended January 31, 2008, 2007 and 2006, respectively. During the most recent fiscal year, no single club location accounted for as much as 1% of total Company net sales.

General. As a membership club warehouse, we operate Sam's Clubs in 48 states. Facility sizes for Sam's Clubs generally range between 71,000 and 190,000 square feet, with the average Sam's Club facility being approximately 132,000 square feet. Sam's Club also provides its members with a broad assortment of merchandise and services online at www.samsclub.com.

Merchandise. Sam's Club offers bulk displays of brand name merchandise, including hardgoods, some softgoods, institutional-size grocery items, and selected private-label items under the "MEMBER'S MARK," "BAKERS & CHEFS" and "SAM'S CLUB" brands. Generally, each Sam's Club also carries software, electronics, jewelry, exercise equipment, outdoor goods, tires, office supplies and books. Most clubs have fresh departments, which include bakery, meat, produce, floral and Sam's Cafe. Additionally, a significant number of our clubs offer photo processing, pharmaceuticals, optical departments and gasoline stations.

Sales for the Sam's Club segment by general merchandise category were as follows during the fiscal year ended:

CATEGORY	JANUARY 31,	JANUARY 31,
	2008	2007
Sundries	37%	36%
Food	28%	29%
Hardgoods	18%	19%
Service Businesses, including fuel	12%	11%
Softgoods	5%	5%
Total	<u>100%</u>	<u>100%</u>

Operations. Operating hours for Sam's Clubs are Monday through Friday from 10:00 a.m. to 8:30 p.m., Saturday from 9:30 a.m. to 8:30 p.m. and Sunday from 10:00 a.m. to 6:00 p.m. Additionally, all club locations offer a Gold Key program that permits business members to shop before the regular operating hours Monday through Saturday, starting at 7:00 a.m.

Sam's Clubs are membership-only operations. A variety of payment methods are accepted at our clubs, including debit cards, some types of credit cards, and a private label and co-branded Discover credit cards through a third-party provider. In addition, our pharmacy departments accept payments for prescription drugs through our customers' health benefit plans.

Members include both small business owners and individual consumers. Individuals who are not business owners can become Advantage members. The annual membership fee for an individual Advantage member is \$40 for the primary membership card, with a spouse/household card available at no additional cost. The annual membership fee for business members is \$35 for the primary membership card, with a spouse/household card available at no additional cost. In addition, business members can add up to eight business associates (add-ons) to their business account for \$35 each. Businesses can also purchase Advantage memberships for their employees under a Group Membership Program. Group rates are \$30 per group Advantage membership when purchasing 50 - 999 memberships and \$25 per group Advantage membership when purchasing 1,000 or more memberships. Sam's Club PLUS is a premium membership program that offers additional benefits and services. The annual fee for a Primary PLUS member (Business or Advantage) is \$100. In addition, Business Plus primary members can add up to 16 business associates (add-ons) to their business membership for \$35 each.

Seasonal Aspects of Operations. The Sam's Club segment's business is seasonal to a certain extent. Generally, its highest volume of sales occurs in the fourth fiscal quarter, which includes the holiday season, and the lowest volume occurs during the first fiscal quarter.

Competition. Sam's Club competes with other warehouse clubs, as well as with discount retailers, retail and wholesale grocers, general merchandise wholesalers and distributors, internet-based retailers and catalog businesses. We compete with other retailers and warehouse clubs for desirable new club sites. Our ability to offer low prices and quality merchandise to meet the needs of small business members largely determines our competitive position in the warehouse club industry.

Distribution. During fiscal 2008, approximately 65% of the Sam's Club segment non-fuel purchases were shipped from the Sam's Club segment's dedicated distribution facilities and some of the Wal-Mart Stores segment's distribution centers for certain items. Suppliers shipped the balance of the Sam's Club purchases directly to Sam's Club locations. Our Sam's Club segment operations are supported by 24 distribution facilities as of January 31, 2008, located strategically throughout the continental United States. Of these 24 distribution facilities, we owned and operated 7. Third parties owned and operated the remaining 17 distribution facilities.

The principal focus of our Sam's Club's distribution operations is on crossdocking merchandise, while stored inventory is minimized. Crossdocking is a distribution process under which shipments are directly transferred from inbound to outbound trailers. Shipments typically spend less than 24 hours in a crossdock facility, sometimes less than an hour.

Sam's Club uses a combination of our private truck fleet as well as common carriers to transport non-perishable merchandise from distribution centers to clubs. We contract with common carriers to transport perishable grocery merchandise from distribution centers to clubs.

International Segment

Our International segment is comprised of our wholly-owned subsidiaries operating in Argentina, Brazil, Canada, Puerto Rico and the United Kingdom, our majority-owned subsidiaries operating in Central America, Japan and Mexico, our joint ventures in India and China and our minority-owned subsidiaries in China.

The International segment's net sales from continuing operations for the fiscal years ended January 31, 2008, 2007 and 2006, were \$90.6 billion, \$77.1 billion and \$59.2 billion, respectively. During the most recent fiscal year, no single unit accounted for as much as 1% of total Company net sales.

General.

At January 31, 2008, our international operating formats varied by market and included:

- Argentina - 20 supercenters and 1 combination discount and grocery store (Changomas)
- Brazil - 29 supercenters, 21 Sam's Clubs, 70 hypermarkets (Hiper Bompreço, Big), 158 supermarkets (Bompreço, Mercadorama, Nacional), 13 cash-n-carry stores (Maxxi Alacado), 21 combination discount and grocery stores (Todo Dia) and 1 general merchandise store (Magazine)
- Canada - 31 supercenters, 268 discount stores and 6 Sam's Clubs
- China - 96 supercenters, 2 Neighborhood Markets, 3 Sam's Clubs and 101 hypermarkets (Trust-Mart)
- Costa Rica - 6 hypermarkets (Hiper Mas), 23 supermarkets (Más por Menos), 9 warehouse stores (Maxi Bodega) and 111 discount stores (Pali)
- El Salvador - 2 hypermarkets (Hiper Paiz), 32 supermarkets (La Despensa de Don Juan) and 36 discount stores (Despensa Familiar)
- Guatemala - 6 hypermarkets (Hiper Paiz), 28 supermarkets (Paiz), 12 warehouse stores (Maxi Bodega), 2 membership clubs (Club Co) and 97 discount stores (Despensa Familiar)
- Honduras - 1 hypermarket (Hiper Paiz), 7 supermarkets (Paiz), 7 warehouse stores (Maxi Bodega) and 32 discount stores (Despensa Familiar)
- Japan - 114 hypermarkets (Livin, Seiyu), 276 supermarkets (Seiyu, Sunny) and 4 general merchandise stores (Seiyu)
- Mexico - 136 supercenters, 83 Sam's Clubs, 129 supermarkets (Superama, Mi Bodega), 246 combination discount and grocery stores (Bodega), 76 department stores (Suburbia), 349 restaurants and 4 discount stores (Mi Bodega Express)
- Nicaragua - 6 supermarkets (La Unión) and 40 discount stores (Pali)
- Puerto Rico - 6 supercenters, 8 discount stores, 9 Sam's Clubs and 31 supermarkets (Amigo)
- United Kingdom - 29 supercenters (Asda), 298 supermarkets (Asda, Asda Small Town), 13 general merchandise stores (Asda Living) and 12 apparel stores (George). We plan to close the George stores in fiscal 2009.

In August 2007, the Company announced an agreement between Wal-Mart and Bharti Enterprises, an Indian company, to establish a joint venture called Bharti Wal-Mart Private Limited to conduct wholesale cash-and-carry and back-end supply chain management operations in India, in compliance with Government of India guidelines. The first wholesale facility is targeted to open in late fiscal 2009. The joint venture was formed to establish wholesale warehouse facilities to serve retailers and business owners by selling them merchandise at wholesale prices, including Bharti Retail, a wholly-owned subsidiary of Bharti Enterprises, that is developing a chain of retail stores in India. In addition, Bharti Retail has entered into a franchise agreement with an Indian subsidiary of Wal-Mart under which it will provide technical support to its retail business.

Merchandise. The merchandising strategy for the International segment is similar to that of our operations in the United States in terms of the breadth and scope of merchandise offered for sale. While brand name merchandise accounts for

a majority of sales, numerous store brands not found in the United States have been developed to serve customers in the different markets in which the International segment operates. In addition, steps have been taken to develop relationships with local suppliers in each country to ensure reliable sources of quality merchandise.

Operations. The hours of operation for operating units in the International segment vary by country and by individual markets within countries, depending upon local and national ordinances governing hours of operation. We accept a variety of payment methods including credit cards, debit cards and private-label store credit cards through third-party providers. Other consumer finance programs exist in certain markets to facilitate the purchase of goods by the customer.

Across the International segment, we are leveraging best practices, lessons from multiple store formats and global procurement practices. In addition, relationships with key global suppliers continue to help us leverage our volumes across countries.

Seasonal Aspects of Operations. The International segment's business is seasonal to a certain extent. Generally, the highest volume of sales occurs in the fourth fiscal quarter. The seasonality of the business varies by country due to different national and religious holidays, festivals and customs, as well as different climatic conditions.

Competition. The International segment competes with a variety of local, national and international chains in the supermarket, discount, department, drug, variety, specialty stores, supercenter-type stores, hypermarkets, wholesale clubs, internet-based retailers and catalog businesses in each of the countries in which we operate and, in Mexico, with local, national and international restaurant chains. Our ability to offer our customers low prices on quality merchandise that offers exceptional value in the International segment determines, to a large extent, our competitive position. In our international units, our ability to effectively operate the food departments has a major impact on the segment's competitive position in the markets where we operate.

Distribution. We utilize a total of 143 distribution facilities located in Argentina, Brazil, Canada, China, Costa Rica, El Salvador, Guatemala, Honduras, Japan, Mexico, Nicaragua, Puerto Rico and the United Kingdom and two export consolidation facilities in the United States. Through these facilities, we process and distribute both imported and domestic product to the operating units of the International segment. During fiscal 2008, approximately 70% of the International segment's purchases flowed through these distribution facilities. Suppliers ship the balance of the International segment's purchases directly to our stores in the various countries in which we operate. Of these 143 distribution facilities, we owned 38 and leased 68. Third parties owned and operated the remaining 37 distribution facilities.

Employees. As of January 31, 2008, the Company and its subsidiaries employed approximately 2.1 million employees ("associates") worldwide, with approximately 1.42 million associates in the United States and approximately 635,000 associates internationally. Like almost all retailers, the Company has a large number of part-time, hourly or non-exempt employees and experiences significant turnover in employees each year. In the United States, the Company offers a broad range of company-paid benefits to our associates, including the Wal-Mart Profit Sharing and 401(k) Plan, store discount cards or Sam's Club memberships, bonuses based on Company performance, matching a portion of purchases in the Associate Stock Purchase Program, and life insurance. The Company also offers health-care benefits to eligible full-time and part-time associates. The Company's medical plan has no lifetime maximum benefit for most expenses.

In our operations outside the United States, the Company provides a variety of associate benefits that vary based on customary local practices and statutory requirements.

Our Web site and Availability of SEC Reports and Other Information

Our corporate Web site is located at www.walmartstores.com. We file with or furnish to the SEC Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendment to those reports, proxy statements and annual reports to shareholders, and, from time to time, other documents. The reports and other documents filed with or furnished to the SEC are available to investors on or through our corporate Web site free of charge as soon as reasonably practicable after we electronically file them with or furnish them to the SEC. In addition, the public may read and copy any of the materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an internet site that contains reports, proxy and information statements and other information regarding issuers, such as the Company, that file electronically with the SEC. The address of that Web site is <http://www.sec.gov>. Our SEC filings, our Senior Financial Officer Code of Ethics and our Statement of Ethics can be found on the Investor Relations page of our Web site at www.walmartstores.com/investors. These documents, as well as our SEC filings, are available in print to any shareholder who requests a copy by writing or calling our Investor Relations Department, which is located at our principal offices.

A description of any substantive amendment or waiver of Wal-Mart's Code of Ethics for the CEO and Senior Financial Officers will be disclosed on the Investor Relations page of our Web site at www.walmartstores.com under the Corporate Governance section. Any such description will be located on our Web site for a period of 12 months following the amendment or waiver.

Certain financial information relating to our segments is included in our Annual Report to Shareholders under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and in Note 11 to our Consolidated Financial Statements included therein, which information is incorporated herein by reference. Portions of our Annual Report to Shareholders are included as an exhibit to this Annual Report on Form 10-K.

ITEM 1A. RISK FACTORS

The risks described below could materially and adversely affect our business, results of operations, financial condition and liquidity. These risks are not the only risks that we face. Our business operations could also be affected by additional factors that apply to all companies operating in the United States and globally, as well as other risks that are not presently known to us or that we currently consider to be immaterial to our operations.

General economic factors, both domestically and internationally, may adversely affect our financial performance.

General economic conditions, globally or in one or more of the markets we serve, may adversely affect our financial performance. In the United States, higher interest rates, higher fuel and other energy costs, weakness in the housing market, inflation, higher levels of unemployment, unavailability of consumer credit, higher consumer debt levels, higher tax rates and other changes in tax laws, overall economic slowdown and other economic factors could adversely affect consumer demand for the products and services we sell through our Wal-Mart Stores segment and Sam’s Club segment, change the mix of products we sell to one with a lower average gross margin and result in slower inventory turnover and greater markdowns on inventory. Higher interest rates, higher fuel and other energy costs, transportation costs, inflation, higher costs of labor, insurance and healthcare, foreign exchange rates fluctuations, higher tax rates and other changes in tax laws, changes in other laws and regulations and other economic factors in the United States can increase our cost of sales and operating, selling, general and administrative expenses, and otherwise adversely affect the operations and operating results of our Wal-Mart Stores segment and Sam’s Club segment. These factors affect not only our operations, but also the operations of suppliers from whom we purchase goods, a factor that can result in an increase in the cost to us of the goods we sell to our customers. Higher levels of unemployment, inflation, changes in tax and other laws, currency devaluations and other adverse developments in the economies of the other countries in which we operate may adversely affect consumer demand for our merchandise in those countries, especially those in which average incomes are significantly lower than in the United States. These conditions may adversely affect our gross margins, cost of sales, inventory turnover and markdowns or otherwise adversely affect our operations and operating results in our International segment.

We may face impediments to our expansion in the United States, including conversions of discount stores into supercenters, which may adversely affect our financial performance.

Our expansion strategy depends upon our ability to execute our retail concepts successfully in new markets within the United States and upon our ability to increase the number of stores in markets in which we currently have operations. Our ability to open additional supercenters, discount stores, Neighborhood Markets and Sam’s Clubs and to convert existing discount stores into supercenters depends in large measure upon our ability to locate, hire and retain qualified personnel and to acquire new store sites on acceptable terms. Local land use and other regulations restricting the construction of buildings of the type in which we operate our various formats, as well as local community action opposed to the location of specific stores at specific sites and the adoption of certain local laws restricting our operations, may affect our ability to open new stores and clubs, to convert discount stores into supercenters or to relocate or expand existing units in certain cities and states. Increased real estate, construction and development costs could limit our growth opportunities and our ability to convert our discount stores into supercenters. If we are unable to open new supercenters, discount stores, Neighborhood Markets or Sam’s Clubs or continue to convert discount stores into supercenters, our financial performance, such as net sales and operating income growth, could be adversely affected. In addition, if consumers in the markets into which we expand are not receptive to our retail concepts or are otherwise not receptive to our presence in a market, our financial performance could be adversely affected.

Impediments to the expansion of our International operations could adversely affect our financial performance.

Our business strategy for our International segment includes expansion by selective acquisitions and strategic alliances that add new stores and markets to our existing International business, as well as opening new units in the countries in which we have existing operations. In the countries in which we have existing operations, new units may be opened in the formats already existing in those countries or may be opened in newly introduced formats, such as supercenters or Sam's Clubs, not previously operated in those markets. As in the United States, our ability to open new stores or to expand or relocate existing stores in a market served by our International segment depends in large measure upon our ability to locate, hire and retain qualified personnel and our ability to acquire new store sites on acceptable terms. Local laws can affect our ability to acquire attractive pre-existing buildings in which to locate units or sites on which to build new units or to expand existing units. In addition, access to local suppliers of certain types of goods may limit our ability to add new units or to expand product selections in existing units in certain markets. Moreover, cultural differences in some markets into which we expand or into which we introduce new retail concepts may result in the consumers in those markets not being as receptive to our retail concepts as we anticipate those consumers will be and may make an effective response to such issues more difficult to achieve. If we do not effectively execute our expansion plans for our International segment, our financial performance could be adversely affected.

We may be unable to continue to identify suitable acquisition candidates at acceptable prices and may not be successful in completing the acquisition of any such candidate identified. Although we ultimately believe we will be able to successfully integrate any newly acquired operations into our existing operations, no certainty exists that future acquisitions or alliances will be successfully integrated into our operations or can be successfully integrated in a reasonable time. Our failure to identify appropriate candidates for acquisition or alliance or to integrate effectively future acquisitions and alliances into our existing operations could adversely affect the growth of our International segment and our future financial performance.

Failure to attract and retain qualified associates and other labor issues could adversely affect our financial performance.

Our ability to continue to expand our operations in the United States and abroad depends on our ability to attract and retain a large and growing number of qualified associates. Our ability to meet our labor needs, including our ability to find qualified personnel to fill positions that become vacant at our existing stores, clubs and distribution centers, while controlling our associate wage and related labor costs, is generally subject to numerous external factors, including the availability of a sufficient number of qualified persons in the work force of the markets in which we are located, unemployment levels within those markets, prevailing wage rates, changing demographics, health and other insurance costs and changes in employment legislation. If we are unable to locate, to attract or to retain qualified personnel or if our costs of labor or related costs increase significantly, our financial performance could be affected adversely.

We face strong competition from other retailers and wholesale club operators, which could adversely affect our financial performance.

The retail business is highly competitive. Each of our business segments competes for customers, employees, store sites, products and services and in other important aspects of its business with many other local, regional and national retailers, both in the United States and in the foreign countries in which we have operations. Our Wal-Mart Stores segment competes with retailers operating discount, department, drug, variety and specialty stores, supermarkets, supercenter-type stores and hypermarts, as well as internet-based retailers and catalog businesses. Our Sam's Club segment competes with other wholesale club operators, as well as discount retailers, retail and wholesale grocers and general merchandise wholesalers and distributors, as well as internet-based retailers, wholesalers and catalog businesses. Internationally, we compete with retailers who operate department, drug, variety and specialty stores, supermarkets, supercenter-type stores, hypermarts, wholesale clubs, internet-based retailers and catalog businesses. Such retailers and wholesale club operators compete in a variety of ways, including merchandise selection and availability, services offered to customers, location, store hours, in-store amenities and price. Our ability to offer value and service to our customers through various programs, including EDLP, Rollbacks, Store Within a Store and Store of the Community, have allowed us to compete successfully against our competitors in most instances. Where necessary to compete effectively with competitors who price merchandise at points lower than the prices we set under our EDLP philosophy, we will lower our prices on goods for sale. Our ability to respond effectively to competitive pressures and changes in the retail markets could adversely affect our financial performance. See "Item 1. Business" above for additional discussion of our competitive situation in our various operating segments.

Although the retail industry as a whole is highly fragmented, certain segments of the retail industry are currently undergoing some consolidation, which could result in increased competition and significantly alter the dynamics of the retail marketplace. Such consolidation may result in competitors with greatly improved financial resources, improved access to merchandise, greater market penetration than they previously enjoyed and other improvements in their competitive positions. Such business combinations could result in the provision of a wider variety of products and services at competitive prices by such consolidated companies, which could adversely affect our financial performance.

Risks associated with the suppliers from whom our products are sourced and the safety of those products could adversely affect our financial performance.

The products we sell are sourced from a wide variety of domestic and international suppliers. Global sourcing of many of the products we sell is an important factor in our financial performance. All of our suppliers must comply with applicable laws, including labor and environmental laws, and otherwise be certified as meeting our required supplier standards of conduct. Our ability to find qualified suppliers who meet our standards, and to access products in a timely and efficient manner is a significant challenge, especially with respect to suppliers located and goods sourced outside the United States. Political and economic instability in the countries in which foreign suppliers are located, the financial instability of suppliers, suppliers' failure to meet our supplier standards, labor problems experienced by our suppliers, the availability of raw materials to suppliers, merchandise quality issues, currency exchange rates, transport availability and cost, transport security, inflation, and other factors relating to the suppliers and the countries in which they are located are beyond our control. In addition, the United States' foreign trade policies, tariffs and other impositions on imported goods, trade sanctions imposed on certain countries, the limitation on the importation of certain types of goods or of goods containing certain materials from other countries and other factors relating to foreign trade are beyond our control. These and other factors affecting our suppliers and our access to products could adversely affect our financial performance.

Our customers count on us to provide them with safe products. Concerns regarding the safety of food and non-food products that we source from our suppliers and then sell could cause shoppers to avoid purchasing certain products from us, or to seek alternative sources of supply for all of their food and non-food needs, even if the basis for the concern is outside of our control. Any lost confidence on the part of our customers would be difficult and costly to reestablish. As such, any issue regarding the safety of any food and non-food items we sell, regardless of the cause, could adversely affect our financial performance.

Our International operations subject us to risks associated with the legislative, judicial, accounting, regulatory, political and economic risks and conditions specific to the countries or regions in which we operate, which could adversely affect our financial performance.

We currently conduct operations in Argentina, Brazil, Canada, Costa Rica, El Salvador, Guatemala, Honduras, Japan, Mexico, Nicaragua, Puerto Rico, and the United Kingdom, as well as through joint venture agreements in China. During fiscal 2008, our International operations generated 24.2% of our net sales. As a result of recent acquisitions of operations in foreign countries, we expect that our International operations could account for a larger portion of our net sales in future years despite the recent dispositions of our operations in Germany and South Korea. Our future operating results in these countries or in other countries or regions throughout the world could be negatively affected by a variety of factors, most of which are beyond our control. These factors include political conditions, including political instability, economic conditions, legal and regulatory constraints, currency regulations, and other matters in any of the countries or regions in which we operate, now or in the future. In addition, foreign currency exchange rates and fluctuations may have an impact on our future costs or on future cash flows from our International operations, and could adversely affect our financial performance. Moreover, the economies of some of the countries in which we have operations have in the past suffered from high rates of inflation and currency devaluations, which, if they occurred again, could adversely affect our financial performance. Other factors which may impact our International operations include foreign trade, monetary and fiscal policies both of the United States and of other countries, laws, regulations and other activities of foreign governments, agencies and similar organizations, and risks associated with having major facilities located in countries which have historically been less stable than the United States. Additional risks inherent in our International operations generally include, among others, the costs and difficulties of managing international operations, adverse tax consequences and greater difficulty in enforcing intellectual property rights in countries other than the United States. The various risks inherent in doing business in the United States generally also exist when doing business outside of the United States, and may be exaggerated by the difficulty of doing business in numerous sovereign jurisdictions due to differences in culture, laws and regulations.

Natural disasters and geo-political events could adversely affect our financial performance.

The occurrence of one or more natural disasters, such as hurricanes and earthquakes, and geo-political events, such as civil unrest in a country in which we operate or in which our suppliers are located or terrorist attacks disrupting transportation and utility systems, both internationally and domestically, could adversely affect our operations and financial performance. Such events could result in physical damage to one or more of our properties, the closure of one or more stores, clubs and distribution centers, the lack of an adequate work force in a market, the temporary or long-term disruption in the supply of products from some local and overseas suppliers, the disruption in the transport of goods from overseas, delay in the delivery of goods to our distribution centers or stores within a country in which we are operating, the reduction in the availability of products in our stores and disruption in our communications with our stores. These factors could otherwise disrupt and adversely affect our operations and financial performance.

The significant property damage experienced by the Company and others resulting from the hurricanes in fiscal year 2006 resulted in substantial increases in property insurance premiums and limitations in coverage offered by the property insurance markets to us and others. The insurance coverage offered to the Company for named windstorms, such as hurricanes and tropical storms, was substantially more limited and carried higher premiums than the coverage previously available to us. As a result the Company has chosen to be primarily self-insured for losses that may result from named windstorms.

Named windstorm activity was minimal in fiscal 2008, and the Company did not incur any significant losses this past hurricane season.

We are subject to certain legal proceedings that may adversely affect our results of operations, financial condition and liquidity.

We are involved in a number of legal proceedings, which include consumer, employment, tort and other litigation. Certain of these lawsuits, if decided adversely to us or settled by us, may result in liability material to our results of operations, financial condition and liquidity. We are currently a defendant in numerous cases containing class-action allegations in which the plaintiffs have brought claims under federal and state wage and hour laws. In addition, we are a defendant in *Dukes v. Wal-Mart Stores, Inc.*, a class-action lawsuit brought on behalf of all past and present female employees in all of our retail stores and wholesale clubs in the United States. The class as certified in *Dukes* currently includes approximately 1.6 million present and former female associates. The plaintiffs in this case allege that we have engaged in a pattern and practice of discriminating against women in promotions, pay, training and job assignments and seek, among other things, injunctive relief, front pay, back pay, punitive damages and attorneys' fees. On June 4, 2004, the U.S. district court hearing this case issued an order granting in part and denying in part the plaintiffs' motion for class certification, which we have appealed. On February 6, 2007, a divided three-judge panel of the United States Court of Appeals for the Ninth Circuit upheld the district court's ruling. On February 20, 2007, the Company filed a petition asking that the decision be reconsidered by a larger panel of the Court of Appeals. On November 11, 2007, the three-judge panel withdrew its opinion of February 6, 2007, and issued a revised opinion. As a result, the Company's Petition for Rehearing En Banc was denied as moot. On January 8, 2008, the Company filed a new Petition for Rehearing En Banc. We discuss these cases and other litigation to which we are party in greater detail below under the caption "Item 3. Legal Proceedings" and in Note 8 to our Consolidated Financial Statements, which are part of our Annual Report to Shareholders which is incorporated by reference in this Annual Report on Form 10-K and is included as an exhibit to this Annual Report on Form 10-K.

If we do not maintain the security of customer-related information, we could damage our reputation with customers, incur substantial additional costs and become subject to litigation.

As do most retailers, we receive certain personal information about our customers. In addition, our online operations at www.walmart.com and www.samsclub.com depend upon the secure transmission of confidential information over public networks, including information permitting cashless payments. A compromise of our security systems that results in customer personal information being obtained by unauthorized persons could adversely affect our reputation with our customers and others, as well as our operations, results of operations, financial condition and liquidity, and could result in litigation against us or the imposition of penalties. In addition, a security breach could require that we expend significant additional resources related to our information security systems and could result in a disruption of our operations, particularly our online sales operations.

We rely extensively on computer systems to process transactions, summarize results and manage our business. Disruptions in both our primary and secondary (back-up) systems could harm our ability to run our business.

Although we have independent, redundant and physically separate primary and secondary computer systems, given the number of individual transactions we have each year, it is critical that we maintain uninterrupted operation of our business critical computer systems. Our computer systems, including our back-up systems, are subject to damage or interruption from power outages, computer and telecommunications failures, computer viruses, security breaches, catastrophic events such as fires, tornadoes and hurricanes, and usage errors by our employees. If our computer systems and our back-up systems are damaged or cease to function properly, we may have to make significant investment to fix or replace them, and we may suffer interruptions in our operations in the interim. Any material interruption in both of our computer systems and back-up systems may have a material adverse effect on our business or results of operations. In addition, we are pursuing complex initiatives to transform our information technology processes and systems, which will include, for many of our computer systems, establishing common processes across our lines of business. The risk of system disruption is increased when significant system changes are undertaken, although we believe that our change management process will mitigate this risk. If we fail to integrate our computer systems and processes we may fail to realize that cost savings anticipated to be derived from these initiatives.

We may not timely identify or effectively respond to consumer trends, which could negatively affect our relationship with our customers, the demand for our products and services, and our market share.

It is difficult to predict consistently and successfully the products and services our customers will demand. The success of our business depends in part on our ability to identify and respond to evolving trends in demographics and consumer preferences. Failure to timely identify or effectively respond to changing consumer tastes, preferences and spending patterns could negatively affect our relationship with our customers, the demand for our products and services and our market share.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTIES

The number and location of United States and international Wal-Mart discount stores, supercenters and Sam's Clubs and other formats are incorporated by reference to the table under the caption "Fiscal 2008 End-of-Year Store Count" included in our Annual Report to Shareholders, which information we have included as an exhibit to this Annual Report on Form 10-K.

United States. As of January 31, 2008, in the United States, we owned 2,967 of the buildings in which discount stores, Neighborhood Markets and supercenters operated and 471 of the buildings in which our Sam's Clubs operated. Land on which our stores are located is either owned or leased by the Company. In the United States, we lease the remaining buildings in which our stores and clubs operate from either commercial property developers pursuant to capital or operating lease arrangements or from local governmental entities in connection with industrial revenue bond financing arrangements. All store leases provide for annual rentals, some of which escalate during the original lease term. In some cases, the leases provide for additional rent based on sales volume. Substantially all of the Company's store leases have renewal options, some of which include escalation clauses causing an increase in rents.

We use independent contractors to construct our buildings.

Our 121 Wal-Mart Stores and 24 Sam's Club distribution centers are located strategically throughout the continental United States. Of these 145 distribution facilities, we owned and operated 113. Third parties owned and operated the remaining 32 distribution facilities.

For further information on our distribution centers, see the caption "Distribution" provided for each of our segments under "Item 1. Business."

We own office facilities in Bentonville, Arkansas that serve as our home office and lease office facilities throughout the United States for our walmart.com operations and field management.

International. We operate our International segment stores and restaurants in a combination of owned and leased properties in each country in which our International segment operates. As of January 31, 2008, we owned 19 properties in Argentina, 132 properties in Brazil, 116 properties in Canada, 49 properties in Costa Rica, 5 properties in El Salvador, 13 properties in Guatemala, 8 properties in Honduras, 55 properties in Japan, 467 properties in Mexico, 17 properties in Nicaragua, 10 properties in Puerto Rico and 227 properties in the United Kingdom in which operating units are located, with the remaining units in each such country and the properties in which the operating units are located in China being leased on terms that vary from property to property. We utilize both owned and leased properties for office facilities in each country in which we are conducting business. Our International operations are supported by 143 distribution facilities as of January 31, 2008. Of these 143 distribution facilities, we owned 38 and leased 68. Third parties owned and operated the remaining 37 distribution facilities.

ITEM 3. LEGAL PROCEEDINGS

I. SUPPLEMENTAL INFORMATION: We discuss certain legal proceedings pending against us in Note 8 to our Consolidated Financial Statements, which is captioned “Legal Proceedings,” and refer you to that discussion for important information concerning those legal proceedings, including the basis for such actions and, where known, the relief sought. Our Consolidated Financial Statements and the notes thereto are included in our Annual Report to Shareholders. Portions of our Annual Report to Shareholders are an exhibit to this Annual Report on Form 10-K, and are incorporated herein by reference. We provide the following additional information concerning those legal proceedings which sets forth the name of the lawsuit, the court in which the lawsuit is pending and the date on which the petition commencing the lawsuit was filed. In each lawsuit’s name, the letters “WM” refer to Wal-Mart Stores, Inc.

Wage and Hour “Off the Clock” Class Actions: *Adcox v. WM*, US Dist. Ct. (“USDC”), Southern Dist. of TX, 11/9/04; *Alix (f/k/a Gamble) v. WM*, Supreme Ct. of the State of NY, County of Albany, 12/7/01; *Armijo v. WM*, 1st Judicial Dist. Ct., Rio Arriba County, NM, 9/18/00; *Bailey v. WM*, Marion County Superior Ct. IN, 8/17/00; *Barnett v. WM*, Superior Ct. of WA, King County, 9/10/01; *Basco v. WM*, USDC, Eastern Dist. of LA, 9/5/00; *Bayardo v. WM*, USDC, Dist. of NV, 3/19/07; *Blackstock v. WM*, State Ct. of Chatham County, GA, 4/27/06; *Braun v. WM*, 1st Judicial Dist. Ct. Dakota County MN, 9/12/01; *Braun/Hummel v. WM*, Ct. of Common Pleas, Philadelphia County, PA, 3/20/02 / 8/30/04; *Brogan v. WM*, Superior Ct. of NH, Strafford County, 2/17/05; *Brogan v. WM*, USDC, Southern Dist. of WV, 4/3/07; *Brown v. WM*, 14th Judicial Circuit Ct., Rock Island, IL, 6/20/01; *Brown v. WM*, USDC, Eastern Dist. of NY, 4/5/07; *Campbell v. WM*, USDC, Dist. of NV, 9/20/06; *Carter v. WM*, Ct. of Common Pleas, Colleton County, SC, 7/31/02; *Cole v. WM*, USDC, Dist. of MT, Central Div., 1/13/06; *Connatser v. WM*, USDC, Western Dist. of TN, 4/4/07; *Curless v. WM*, USDC, Dist. of WY, 10/26/05; *Deas v. WM*, USDC, Eastern Dist. of VA, 4/3/06; *Evans v. WM*, USDC, Dist. of SC, 01/9/07; *Gilles v. WM*, USDC, Southern Dist. of IN, 3/31/06; *Green v. WM*, USDC, S. Dist. of FL, 11/6/06; *Grey v. WM*, USDC, Dist. of KS, 7/14/06; *Gross v. WM*, Circuit Ct., Laurel County, KY, 9/29/04; *Hale v. WM*, Circuit Ct., Jackson County, MO, 8/15/01; *Hall v. WM*, USDC, Dist. of NV, 8/12/05; *Henderson v. WM*, USDC, Dist. of NV, 12/6/06; *Hicks v. WM*, USDC, Eastern Dist. of TX, 4/3/07; *Hiebert v. WM*, Superior Ct. of WA, Pierce County, 7/24/06; *Holcomb v. WM*, State Ct. of Chatham County, GA, 3/28/00; *Husidic v. WM*, USDC, Southern Dist. of IA, 9/14/06; *Iliadis v. WM*, Superior Ct. of NJ, Middlesex County, 5/30/02; *Jackson v. WM*, Superior Ct. of DE, New Castle County, 4/4/05; *Jackson v. WM*, USDC, Dist. of ID, 2/3/06; *King v. WM*, USDC, Eastern Dist. of PA, 4/13/07; *Kraemer v. WM*, USDC, Dist. of ND, 11/15/06; *Kuhlmann v. WM*, Circuit Ct., Milwaukee County, WI, 8/30/01; *Lerma v. WM*, Dist. Ct., Cleveland County, OK, 8/31/01; *Lopez v. WM*, 23rd Judicial Dist. Ct. of Brazoria County, TX, 6/23/00; *Luce v. WM*, Circuit Ct., Brown County, SD, 5/11/05; *Mathies v. WM*, USDC, Dist. of OR, 3/30/07; *McFarlin v. WM*, Superior Ct. of AK at Anchorage, 4/7/05; *Melson v. WM*, USDC, Northern Dist. of AL, 6/26/07; *Montgomery v. WM*, USDC, Southern Dist. of MS, 12/30/02; *Moore v. WM*, USDC, Dist. of OR, 12/7/05; *Mussman v. WM*, IA Dist. Ct., Clinton County, 6/5/01; *Nagy v. WM*, Circuit Ct. of Boyd County, KY, 8/29/01; *Newland v. WM*, Superior Ct. of CA, Alameda County, CA, 01/14/05; *Nolan v. WM*, USDC, Northern Dist. of OH, Eastern Div., 4/4/06; *Olinger v. WM*, USDC, Eastern Dist. of MI, 9/14/06; *Parrish v. WM*, Superior Ct., Chatham County, GA, 2/17/05; *Pedro v. WM*, USDC, Dist. of MA, 4/4/07; *Penn v. WM*, USDC, Eastern Dist. of LA, 9/15/06; *Phelps v. WM*, USDC, Southern Dist. of IL, 4/4/07; *Pickett v. WM*, Circuit Court, Shelby County, TN, 10/22/03; *Poha v. WM*, USDC, Dist. of HI, 11/1/05; *Pritchett v. WM*, Circuit Ct. of Jefferson County, AL, 2/17/05; *Richardson v. WM*, USDC, Dist. of NV, 4/4/07; *Robinson v. WM*, USDC, Southern Dist. of MS, 3/5/07; *Romero v. WM*, Superior Ct. of CA, Monterey County, 03/25/04; *Salvas v. WM*, Superior Ct., Middlesex County, MA, 8/21/01; *Sarda v. WM*, Circuit Ct., Washington County, FL, 9/21/01; *Savaglio v. WM*, Superior Ct. of CA, Alameda County, 2/6/01; *Scott v. WM*, Circuit Ct. of Saginaw County, MI, 9/26/01; *Smith/Ballard v. WM*, USDC, Northern Dist. of CA, 3/16/06; *Smith v. WM*, USDC, Western Dist. of WI, 4/2/07; *Stafford v. WM*, USDC, Dist. of NE, 12/8/05; *Whitacre v. WM*, USDC, Dist. of NV, 6/15/07; *Willey v. WM*, Dist. Ct. of Wyandotte County, KS, 9/21/01; *Williams v. WM*, Superior Ct. of CA, Alameda County, 3/23/04; *Williams v. WM*, USDC, Dist of UT, Central Div., 1/20/06; *Williams v. WM*, USDC, Western Dist. of NC, 3/23/06; *Winters v. WM*, Circuit Ct., Holmes County, MS, 5/28/02; *Woods v. WM*, USDC, Dist. of ME, 1/12/06; *Works v. WM*, Circuit Ct., Miller County, AR, 5/18/05.

Exempt Status Cases: *Salvador v. WM and Sam’s West, Inc.*, USDC, Central Dist. of CA, Western Div., 12/22/05; *Sepulveda v. WM*, USDC, Central Dist. of CA, Western Div., 1/14/04.

Gender Discrimination Cases: *Dukes v. WM*, USDC, Northern Dist. of CA, San Francisco Div., 6/19/01; 9th Circuit Ct. of Appeals, San Francisco, CA, 8/26/04; *EEOC (Smith) v. WM*, USDC, Eastern Dist. of KY, London Div., 8/31/01.

II. ENVIRONMENTAL MATTERS: Item 103 of SEC Regulation S-K requires disclosure of certain environmental matters. The following matters are disclosed in accordance with that requirement:

The District Attorney for Solano County, California, has alleged that the Company's store in Vacaville, California, failed to comply with certain California statutes regulating hazardous waste and hazardous materials handling practices. Specifically, the County is alleging that the Company improperly disposed of a limited amount of damaged or returned product containing dry granular fertilizer and pesticides on or about April 3, 2002. The parties are currently negotiating toward a resolution of this matter.

The District Attorney for Orange County, California, has alleged that the Company's store in Foothill Ranch, California, failed to comply with certain California statutes regulating hazardous waste and hazardous materials handling practices. Specifically, the County is alleging that the Company improperly disposed of a limited amount of damaged product containing dry granular pesticide on or about January 24, 2005. The parties are currently negotiating toward a resolution of this matter.

The U.S. Environmental Protection Agency ("EPA") approached a grocery industry group to resolve issues relating to refrigerant-handling practices and to reduce the use of ozone-depleting refrigerants in refrigeration equipment. The Company then approached the EPA independently to address these issues, and proposed a plan for removing ozone-depleting refrigerants from certain types of refrigeration equipment. The parties are currently negotiating a resolution of this matter.

On February 1, 2007, the Company received from the EPA a request pursuant to Section 114(a) of the Federal Clean Air Act seeking detailed information regarding all non-essential products containing ozone-depleting substances including products such as Loony String which the Company may have sold or distributed since January 1, 2002. On March 8, 2007, the EPA issued a revised request for information in which it limited its request to string products including Loony String, Silly String and Fiesta String, and covering the period from 2004 to the present. The Company submitted an initial response to the EPA on May 8, 2007, and is continuing to gather the requested information. The Company is cooperating fully with the EPA regarding this matter.

In January 2007, Wal-Mart Puerto Rico, Inc. became aware that the U.S. Army Corps of Engineers ("USACE") was concerned about alleged violations of a permit issued by that agency in 2003, for the fill of 0.23 acres of a creek and its contiguous wetlands during the construction of the Wal-Mart Store in Caguas, Puerto Rico. On January 19, 2007, Wal-Mart Puerto Rico responded to these issues in writing. On January 25, 2007, the USACE issued a formal Notice of Non-Compliance to Wal-Mart Puerto Rico regarding this matter. Wal-Mart Puerto Rico filed a formal response and is currently implementing mitigation measures and working with the USACE to resolve the matter.

On November 8, 2005, the Company received a grand jury subpoena from the United States Attorney's Office for the Central District of California, seeking documents and information relating to the Company's receipt, transportation, handling, identification, recycling, treatment, storage and disposal of certain merchandise that constitutes hazardous materials or hazardous waste. The Company has been informed by the U.S. Attorney's Office for the Central District of California that it is a target of a criminal investigation into potential violations of the Resource Conservation and Recovery Act ("RCRA"), the Clean Water Act, and the Hazardous Materials Transportation Statute. This U.S. Attorney's Office contends, among other things, that the use of Company trucks to transport certain returned merchandise from the Company's stores to its return centers is prohibited by RCRA because those materials may be considered hazardous waste. The government alleges that, to comply with RCRA, the Company must ship from the store certain materials as "hazardous waste" directly to a certified disposal facility using a certified hazardous waste carrier. The Company contends that the practice of transporting returned merchandise to its return centers for subsequent disposition, including disposal by certified facilities, is compliant with applicable laws and regulations. While management cannot predict the ultimate outcome of this matter, management does not believe the outcome will have a material effect on the Company's financial condition or results of operations.

Additionally, the U.S. Attorney's Office in the Northern District of California has initiated its own investigation regarding the Company's handling of hazardous materials and hazardous waste and the Company has received administrative document requests from the California Department of Toxic Substances Control requesting documents and information with respect to two of the Company's distribution facilities. Further, the Company also received a subpoena from the Los Angeles County District Attorney's Office for documents and administrative interrogatories requesting information, among other things, regarding the Company's handling of materials and hazardous waste. California state and local government authorities and the State of Nevada have also initiated investigations into these matters. The Company is cooperating fully with the respective authorities. While management cannot predict the ultimate outcome of this matter, management does not believe the outcome will have a material effect on the Company's financial condition or results of operations.

On March 28, 2008, the Company received a Notice of Violation from the Missouri Department of Natural Resources ("Department") alleging certain violations of Missouri hazardous waste laws and regulations. The allegations were the result of an inspection by the Department of a third party contractor's facility located in Missouri. The Company contracted with the third party to recycle agricultural products and materials. The Department alleges that the Company provided certain items to the third party contractor for recycling that should have been managed as hazardous waste. While management cannot predict the ultimate outcome of this matter, management does not believe the outcome will have a material effect on the Company's financial condition or results of operations.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of the Company's security holders during the last quarter of the fiscal year ended January 31, 2008.

EXECUTIVE OFFICERS OF THE REGISTRANT

The following chart names each of the executive officers of the Company, each of whom is elected by and serves at the pleasure of the Board of Directors. The business experience shown for each officer has been his or her principal occupation for at least the past five years.

<u>Name</u>	<u>Business Experience</u>	<u>Current Position Held Since</u>	<u>Age</u>
Eduardo Castro-Wright	Executive Vice President, President and Chief Executive Officer, Wal-Mart Stores Division. From February 2005 to September 2005, he served as Executive Vice President, Chief Operating Officer, Wal-Mart Stores Division. From December 2002 to February 2005, he served as President and Chief Executive Officer of Wal-Mart de Mexico.	2005	53
M. Susan Chambers	Executive Vice President, People Division. From December 2003 to April 2006, she served as Executive Vice President, Risk Management, Insurance and Benefits Administration. From January 2002 to December 2003, she served as Senior Vice President, Insurance and Benefits Administration.	2006	50
Leslie A. Dach	Executive Vice President, Corporate Affairs and Government Relations. From March 1997 to August 2006, he served as Vice Chairman of Daniel J. Edelman, Inc.	2006	53
Michael T. Duke	Vice Chairman, International Division. From April 2003 to September 2005, he served as Executive Vice President, President and Chief Executive Officer, Wal-Mart Stores Division. From July 2000 to April 2003, he served as Executive Vice President, Administration.	2005	58
Rollin L. Ford	Executive Vice President, Chief Information Officer. From February 2003 to April 2006, he served as Executive Vice President, Logistics and Supply Chain.	2006	45
Thomas D. Hyde	Executive Vice President and Corporate Secretary. From June 2003 to June 2005, he served as Executive Vice President, Legal and Corporate Affairs and Corporate Secretary. From July 2001 to June 2003, he served as Executive Vice President and Senior General Counsel.	2005	59
C. Douglas McMillon	Executive Vice President, President and Chief Executive Officer, Sam's Club. From August 2002 to August 2005, he served as Executive Vice President, Merchandising and Replenishment, Sam's Club.	2005	41
Thomas M. Schoewe	Executive Vice President and Chief Financial Officer.	2000	55
H. Lee Scott, Jr.	President and Chief Executive Officer.	2000	59
S. Robson Walton	Chairman of the Board of Directors.	1992	63
Steven P. Whaley	Senior Vice President and Controller. From December 2005 to January 2007, he served as Vice President and Controller. From September 2005 to December 2005, he served as Vice President and Assistant Controller. Prior to September 2005, he served as Vice President and Controller at Southwest Airlines Co. since 2001.	2007	48

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Certain information required to be provided in this item is incorporated herein by reference to the information included under the captions "Eleven-Year Financial Summary," "Market price of common stock," "Listing" and "Dividends paid per share" in our Annual Report to Shareholders. Such information is included in an exhibit to this Annual Report on Form 10-K.

Our common stock is principally traded in the United States on the New York Stock Exchange. At March 21, 2008, the latest practicable date, there were 303,823 common stock shareholders of record.

From time to time, we repurchased shares of our common stock under a \$10.0 billion share repurchase program authorized by our Board of Directors in September 2004. On May 31, 2007, the Board of Directors replaced the \$10.0 billion share repurchase program, which had \$3.3 billion of remaining authorization for share repurchases, with a new \$15.0 billion share repurchase program announced on June 1, 2007. Under the new share repurchase program, there is no expiration date or other restriction limiting the period over which we can make our share repurchases under the new program, which will expire only when and if we have repurchased \$15.0 billion of our shares under the program. Under these programs, repurchased shares are constructively retired and returned to unissued status. We consider several factors in determining when to execute share repurchases, including among other things, our current cash needs, our capacity for leverage, our cost of borrowings and the market price of our common stock.

Share repurchase activity for the fourth quarter of fiscal 2008 was as follows:

<u>Fiscal Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (billions)</u>
November 1-30, 2007 ⁽¹⁾	20,521,267	\$ 45.10	20,521,267	\$ 9.9
December 1-31, 2007 ⁽¹⁾	14,578,000	\$ 48.35	14,578,000	\$ 9.2
January 1-31, 2008 ⁽¹⁾	15,833,100	\$ 47.78	15,833,100	\$ 8.5
Total	<u>50,932,367</u>		<u>50,932,367</u>	\$ 8.5

(1) Purchased pursuant to the \$15.0 billion share repurchase program authorized by our Board of Directors on May 31, 2007 and publicly announced on June 1, 2007. The 2007 share repurchase program does not have any expiration date.

ITEM 6. SELECTED FINANCIAL DATA

The information required by this item is incorporated by reference to all information under the caption "Eleven-Year Financial Summary" included in our Annual Report to Shareholders. Such information is included in an exhibit to this Annual Report on Form 10-K.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information required by this item is incorporated by reference to all information under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in the Annual Report to Shareholders. Such information is included in an exhibit to this Annual Report on Form 10-K.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information required by this item is incorporated by reference to all information under the sub-caption “Market Risk” of the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in the Annual Report to Shareholders. Such information is included in an exhibit to this Annual Report on Form 10-K.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The information required by this item is incorporated by reference to all information under the captions “Consolidated Statements of Income,” “Consolidated Balance Sheets,” “Consolidated Statements of Shareholders’ Equity,” “Consolidated Statements of Cash Flows,” “Notes to Consolidated Financial Statements” and “Report of Independent Registered Public Accounting Firm” included in the Annual Report to Shareholders. Such information is included in an exhibit to this Annual Report on Form 10-K.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES**Evaluation of Disclosure Controls and Procedures**

We maintain a system of disclosure controls and procedures that are designed to provide reasonable assurance that information, which is required to be timely disclosed, is accumulated and communicated to management in a timely fashion. In designing and evaluating such controls and procedures, we recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Our management is necessarily required to use judgment in evaluating controls and procedures. Also, we may have investments in certain unconsolidated entities. Since we do not control or manage those entities, our controls and procedures with respect to those entities are substantially more limited than those we maintain with respect to our consolidated subsidiaries.

In the ordinary course of business, we review our system of internal control over financial reporting and make changes to our systems and processes to improve controls and increase efficiency, while ensuring that we maintain an effective internal control environment. Changes may include such activities as implementing new, more efficient systems and automating manual processes.

An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures was performed as of the end of the period covered by this report. This evaluation was performed under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure and are effective to provide reasonable assurance that such information is recorded, processed, summarized and reported within the time periods specified by the SEC’s rules and forms.

Management’s Report on Internal Control Over Financial Reporting

Management’s report on internal control over financial reporting and the attestation report of Ernst & Young LLP, the Company’s independent registered public accounting firm, on the Company’s internal control over financial reporting are included in our Annual Report to Shareholders, and are incorporated in this Item 9A by reference. Portions of our Annual Report to Shareholders are included as an exhibit to this Annual Report on Form 10-K.

Changes in Internal Control Over Financial Reporting

There has been no change in the Company’s internal control over financial reporting that occurred during the fiscal quarter ended January 31, 2008, that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information required by this item with respect to the Company's directors, certain family relationships, and compliance by the Company's directors, executive officers and certain beneficial owners of the Company's common stock with Section 16(a) of the Securities Exchange Act of 1934 is incorporated by reference to such information under the captions entitled "Information About the Board" and "Stock Ownership—Section 16(a) Beneficial Ownership Reporting Compliance" from our Proxy Statement relating to the Annual Meeting of Shareholders to be held on June 6, 2008 (our "Proxy Statement").

Please see the information concerning our executive officers contained in Part I of this Annual Report on Form 10-K under the caption "Executive Officers of the Registrant" which is included there in accordance with Instruction 3 to Item 401(b) of the SEC's Regulation S-K.

The information regarding our Audit Committee, including our audit committee financial expert, our director nomination process, and our Codes of Ethics for senior financial officers and other associates required by this item is incorporated herein by reference to all information under the caption entitled "Corporate Governance" included in our Proxy Statement. "Item 1. Business," above contains information relating to the availability of a copy of this code on our Web site.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is incorporated herein by reference to all information under the captions "Executive Compensation" and "Information about the Board – Compensation of Directors" and under the subcaptions "Compensation Committee Interlocks and Insider Participation" and "Compensation Committee Report" that appear under the caption "Corporate Governance" included in our Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item is incorporated herein by reference to all information under the subcaptions "Holdings of Major Shareholders" and "Holdings of Officers and Directors" that appear under the caption "Stock Ownership" and all information that appears under the caption "Equity Compensation Plan Information" included in our Proxy Statement.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item is incorporated herein by reference to all information under the caption "Related-Party Transactions" and under the caption "Information About the Board—Director Independence" included in our Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item is incorporated herein by reference to all information under the caption "Corporate Governance—Audit Committee Pre-Approval Policy" and under the caption "Company Proposal— Proposal No. 2: Ratification of Independent Accountants" included in our Proxy Statement.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) (1) and (2) Consolidated Financial Statements

The financial statements listed in the following table, which are included in our Annual Report to Shareholders, are incorporated herein by reference to the portions of this Annual Report on Form 10-K filed as Exhibit 13 hereto.

	<u>Annual Report to Shareholders (page)</u>
Consolidated Statements of Income for each of the three years in the period ended January 31, 2008	20
Consolidated Balance Sheets at January 31, 2008 and 2007	21
Consolidated Statements of Shareholders' Equity for each of the three years in the period ended January 31, 2008	22
Consolidated Statements of Cash Flows for each of the three years in the period ended January 31, 2008	23
Notes to Consolidated Financial Statements	24
Report of Independent Registered Public Accounting Firm	46
Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting	47
Management's Report to Our Shareholders	48

All schedules have been omitted because the required information is not present or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the financial statements, including the notes thereto.

(3) Exhibits

The following documents are filed as exhibits to this Form 10-K:

- 3(a) Restated Certificate of Incorporation of the Company, is incorporated herein by reference to Exhibit 3(a) to the Annual Report on Form 10-K of the Company for the year ended January 31, 1989 (which document may be found and reviewed in the SEC's Public Reference Room at 100 F Street, NE, Room 1580, Washington, D.C. 20549, in the files therein relating to the Company, whose SEC file number is No. 1-6991), the Certificate of Amendment to the Restated Certificate of Incorporation is incorporated herein by reference to Registration Statement on Form S-8 (File Number 33-13315) and the Certificate of Amendment to the Restated Certificate of Incorporation is incorporated hereby by reference to the Current Report on Form 8-K of the Company, dated August 11, 1999 (which document may be found and reviewed in the SEC's Public Reference Room at 100 F Street, NE, Room 1580, Washington, D.C. 20549, in the files therein relating to the Company, whose SEC file number is No. 1-6991).
- 3(b) Amended and Restated Bylaws of the Company are incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K of the Company dated September 25, 2006.
- 4(a) Form of Indenture dated as of June 1, 1985, between the Company and Bank of New York, Trustee, (formerly Boatmen's Trust Company and Centerre Trust Company) is incorporated herein by reference to Exhibit 4(c) to Registration Statement on Form S-3 (File Number 2-97917).
- 4(b) Form of Indenture dated as of August 1, 1985, between the Company and Bank of New York, Trustee, (formerly Boatmen's Trust Company and Centerre Trust Company) is incorporated herein by reference to Exhibit 4(c) to Registration Statement on Form S-3 (File Number 2-99162).

- 4(c) Form of Amended and Restated Indenture, Mortgage and Deed of Trust, Assignment of Rents and Security Agreement dated as of December 1, 1986, among the First National Bank of Boston and James E. Mogavero, Owner Trustees, Rewal Corporation I, Estate for Years Holder, Rewal Corporation II, Remainderman, the Company and the First National Bank of Chicago and R.D. Manella, Indenture Trustees, is incorporated herein by reference to Exhibit 4(b) to Registration Statement on Form S-3 (File Number 33-11394).
- 4(d) Form of Indenture dated as of July 15, 1990, between the Company and Harris Trust and Savings Bank, Trustee, is incorporated herein by reference to Exhibit 4(b) to Registration Statement on Form S-3 (File Number 33-35710).
- 4(e) Indenture dated as of April 1, 1991, between the Company and J.P. Morgan Trust Company, National Association, as successor trustee to Bank One Trust Company, NA, as successor trustee to The First National Bank of Chicago, Trustee, is incorporated herein by reference to Exhibit 4(a) to Registration Statement on Form S-3 (File Number 33-51344).
- 4(f) First Supplemental Indenture dated as of September 9, 1992, to the Indenture dated as of April 1, 1991, between the Company and J.P. Morgan Trust Company, National Association, as successor trustee to Bank One Trust Company, NA, as successor trustee to The First National Bank of Chicago, Trustee, is incorporated herein by reference to Exhibit 4(b) to Registration Statement on Form S-3 (File Number 33-51344).
- 4(g) Indenture dated as of July 5, 2001, between the Company and J.P. Morgan Trust Company, National Association, as successor trustee to Bank One Trust Company, NA, is incorporated by reference to Exhibit 4.1 to Registration Statement on Form S-3 (File Number 333-64740).
- 4(h) Indenture dated as of December 11, 2002, between the Company and J.P. Morgan Trust Company, National Association, as successor trustee to Bank One Trust Company, NA, is incorporated by reference to Exhibit 4.5 to Registration Statement on Form S-3 (File Number 333-101847).
- 4(i) Indenture dated as of July 19, 2005, between the Company and J.P. Morgan Trust Company, National Association is incorporated by reference to Exhibit 4.5 to Registration Statement on Form S-3 (File Number 333-126512).
- +10(a) Form of individual deferred compensation agreements is incorporated herein by reference to Exhibit 10(b) from the Annual Report on Form 10-K of the Company, as amended, for the fiscal year ended January 31, 1986 (which document may be found and reviewed in the SEC's Public Reference Room at 100 F Street, NE, Room 1580, Washington, D.C. 20549, in the files therein relating to the Company, whose SEC file number is No. 1-6991).
- +10(b) Wal-Mart Stores, Inc. Stock Option Plan of 1994 is incorporated herein by reference to Exhibit 4(c) to Registration Statement on Form S-8 (File Number 33-55325).
- +10(c) Wal-Mart Stores, Inc. Officer Deferred Compensation Plan as amended and restated effective March 31, 2003 is incorporated herein by reference to Exhibit 10(g) from the Annual Report on Form 10-K of the Company for the fiscal year ended January 31, 2004, filed on April 9, 2004.
- +10(d) Wal-Mart Stores, Inc. Restricted Stock Plan is incorporated herein by reference to Exhibit 10(j) from the Annual Report on Form 10-K of the Company for the fiscal year ended January 31, 1997, filed on April 21, 1997.
- +10(e) Wal-Mart Stores, Inc. Management Incentive Plan as amended and restated effective February 1, 2003 is incorporated herein by reference to Exhibit 10(l) to the Annual Report on Form 10-K of the Company for the fiscal year ended January 31, 2004, filed on April 9, 2004.
- +10(f) The Rules of the Asda Sharesave Plan 2000, as amended June 4, 2004, are incorporated by reference to Exhibit 10(m) to the Annual Report on Form 10-K of the Company for the fiscal year ended January 31, 2005, filed on March 31, 2005.
- +10(g) The Asda Colleague Share Ownership Plan 1999, as amended June 4, 2004, is incorporated by reference to Exhibit 10(n) to the Annual Report on Form 10-K of the Company for the fiscal year ended January 31, 2005, filed on March 31, 2005.

- +10(h) Retirement Agreement, dated January 22, 2005 between the Company and Thomas M. Coughlin is incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of the Company dated January 25, 2005.
- +10(i) Form of Notice of Non Qualified Stock Option Grant, as amended January 3, 2005, is incorporated by reference to Exhibit 10(p) to the Annual Report on Form 10-K of the Company for the fiscal year ended January 31, 2005, filed on March 31, 2005.
- +10(j) Form of Notification of Restricted Stock Award and Terms and Conditions of Award, as amended January 3, 2005, is incorporated by reference to Exhibit 10(q) to the Annual Report on Form 10-K of the Company for the fiscal year ended January 31, 2005, filed on March 31, 2005.
- +10(k) Form of Notification of Stock Value Equivalent Award and Terms and Conditions of Award, is incorporated by reference to Exhibit 10(r) to the Annual Report on Form 10-K of the Company for the fiscal year ended January 31, 2005, filed on March 31, 2005.
- +10(l) Form of Post-Termination Agreement and Covenant Not to Compete with attached Schedule of Executive Officers Who Have Executed a Post-Termination Agreement and Covenant Not to Compete, Together with Summary of Material Differences From Form of Agreement Filed is incorporated by reference to Exhibit 10(o) from Amendment No. 1 to the Annual Report on Form 10-K of the Company for the fiscal year ended January 31, 2004, filed on August 26, 2004.
- +10(m) Wal-Mart Stores, Inc. 2004 Associate Stock Purchase Plan, as amended and restated effective as of February 1, 2004, is incorporated by reference to Exhibit 10(p) to the Annual Report on Form 10-K of the Company for the fiscal year ended January 31, 2005, filed on March 31, 2005.
- +10(n) Wal-Mart Stores, Inc. Stock Incentive Plan of 2005, as amended January 1, 2005, is incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of the Company dated June 9, 2005.
- +10(o) Form of Wal-Mart Stores, Inc. Stock Incentive Plan, Notice of Non Qualified Stock Option Grant is incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of the Company dated June 9, 2005.
- +10(p) Form of Wal-Mart Stores, Inc. Stock Incentive Plan, Restrictive Stock Award, Notification of Award and Terms and Conditions of Award is incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K of the Company dated June 9, 2005.
- +10(q) Form of Wal-Mart Stores, Inc. Stock Incentive Plan, Performance Share Award, Notification of Award and Terms and Conditions of Award is incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K of the Company dated June 9, 2005.
- +10(r) Form of Wal-Mart Stores, Inc. Stock Incentive Plan, Performance Based Restrictive Stock Award, Notification of Award and Terms and Conditions of Award is incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of the Company, dated September 28, 2005.
- +10(s) Amendment to form of Post-Termination Agreement and Covenant Not to Compete Agreements is incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of the Company, dated December 12, 2005.
- +10(t) Amendment to form of Post-Termination Agreement and Covenant Not to Compete Agreements is incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of the Company dated December 12, 2005.
- +10(u) Wal-Mart Stores, Inc. Supplemental Executive Retirement Plan (As Amended Effective January 1, 2005) is incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of the Company dated March 7, 2006.
- +10(v) Wal-Mart Stores, Inc. Director Compensation Plan, Amended and Restated Effective January 1, 2005 (except as otherwise provided therein) is incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of the Company dated March 7, 2006.
- +10(w) Separation Agreement between Wal-Mart Stores, Inc. and John B. Menzer, dated January 21, 2008, is incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of the Company dated January 25, 2008.
- *12 Statement re computation of ratios.

*13 Portions of the Annual Report to Shareholders for the fiscal year ending January 31, 2008. All information incorporated by reference in Items 1, 2, 3, 5, 6, 7, 7A, 8 and 9A of this Annual Report on Form 10-K from the Annual Report to Shareholders for the fiscal year ended January 31, 2008 is filed with the SEC. The balance of the information in the Annual Report to Shareholders will be furnished to the SEC in accordance with Item 601(13) of Regulation S-K.

*21 List of the Company's Significant Subsidiaries.

*23 Consent of Independent Registered Public Accounting Firm.

*31.1 Chief Executive Officer Section 302 Certification.

*31.2 Chief Financial Officer Section 302 Certification.

**32.1 Chief Executive Officer Section 906 Certifications.

**32.2 Chief Financial Officer Section 906 Certifications.

* Filed herewith as an Exhibit.

** Furnished herewith as an Exhibit.

+ Management contracts and compensatory plans and arrangements required to be filed as exhibits pursuant to Item 15(b) of this report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Wal-Mart Stores, Inc.

DATE: March 31, 2008

By /s/ H. Lee Scott, Jr.
H. Lee Scott, Jr.
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

DATE: March 31, 2008

By /s/ H. Lee Scott, Jr.
H. Lee Scott, Jr.
President and Chief Executive Officer and Director

DATE: March 31, 2008

By /s/ S. Robson Walton
S. Robson Walton
Chairman of the Board and Director

DATE: March 31, 2008

By /s/ Thomas M. Schoewe
Thomas M. Schoewe
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

DATE: March 31, 2008

By /s/ Steven P. Whaley
Steven P. Whaley
Senior Vice President and Controller
(Principal Accounting Officer)

DATE: March 31, 2008

By /s/ Aida M. Alvarez
Aida M. Alvarez
Director

DATE: March 31, 2008

By /s/ James W. Breyer
James W. Breyer
Director

DATE: March 31, 2008

By /s/ M. Michele Burns
M. Michele Burns
Director

DATE: March 31, 2008

By /s / James I. Cash, Jr.
James I. Cash, Jr.
Director

Signature Page to Wal-Mart Stores, Inc.
Form 10-K for Fiscal Year Ended January 31, 2008

DATE: March 31, 2008

By /s/ Roger C. Corbett
Roger C. Corbett
Director

DATE: March 31, 2008

By /s/ Douglas N. Daft
Douglas N. Daft
Director

DATE: March 31, 2008

By /s/ David D. Glass
David D. Glass
Director

DATE: March 31, 2008

By /s/ Roland A. Hernandez
Roland A. Hernandez
Director

DATE: March 31, 2008

By /s/ Allen I. Questrom
Allen I. Questrom
Director

DATE:

By _____
Jack C. Shewmaker
Director

DATE: March 31, 2008

By /s/ Jim C. Walton
Jim C. Walton
Director

DATE: March 31, 2008

By /s/ Christopher J. Williams
Christopher J. Williams
Director

DATE: March 31, 2008

By /s/ Linda S. Wolf
Linda S. Wolf
Director

Signature Page to Wal-Mart Stores, Inc.
Form 10-K for Fiscal Year Ended January 31, 2008

RATIO OF EARNINGS TO FIXED CHARGES
(amounts in millions, except ratios)

	Fiscal Year				
	2008	2007	2006	2005	2004
Income from continuing operations before income taxes and minority interest	\$20,198	\$18,968	\$17,535	\$16,320	\$14,429
Capitalized interest	(150)	(182)	(157)	(120)	(144)
Minority interest	(406)	(425)	(324)	(249)	(214)
Adjusted income before income taxes	<u>19,642</u>	<u>18,361</u>	<u>17,054</u>	<u>15,951</u>	<u>14,071</u>
Fixed Charges:					
Interest *	2,267	2,009	1,603	1,326	1,150
Interest component of rent	464	368	328	319	306
Total fixed charges	<u>2,731</u>	<u>2,377</u>	<u>1,931</u>	<u>1,645</u>	<u>1,456</u>
Income from continuing operations before income taxes and fixed charges	<u>\$22,373</u>	<u>\$20,738</u>	<u>\$18,985</u>	<u>\$17,596</u>	<u>\$15,527</u>
Ratio of earnings to fixed charges	8.2	8.7	9.8	10.7	10.7

* Includes interest on debt, capital leases, uncertain tax positions, amortization of debt issuance costs and capitalized interest.

Certain reclassifications have been made to prior periods to conform to the current period presentation. In addition, the impact of McLane Company, Inc., a wholly owned subsidiary sold in fiscal 2004, and the impact of our South Korean and German operations, disposed of in fiscal 2007, have been removed for all periods presented.

Eleven-Year Financial Summary

Wal-Mart Stores, Inc.

(Dollar amounts in millions except per share data)

Fiscal Year Ended January 31,	2008	2007	2006	2005
Operating Results				
Net sales	\$374,526	\$344,992	\$308,945	\$281,488
Net sales increase	8.6%	11.7%	9.8%	11.4%
Comparable store sales increase in the United States ⁽¹⁾	2%	2%	3%	3%
Cost of sales	\$286,515	\$264,152	\$237,649	\$216,832
Operating, selling, general and administrative expenses	70,288	64,001	55,739	50,178
Interest expense, net	1,798	1,529	1,178	980
Effective tax rate	34.2%	33.6%	33.1%	34.2%
Income from continuing operations	\$ 12,884	\$ 12,178	\$ 11,408	\$ 10,482
Net income	12,731	11,284	11,231	10,267
Per share of common stock:				
Income from continuing operations, diluted	\$ 3.16	\$ 2.92	\$ 2.72	\$ 2.46
Net income, diluted	3.13	2.71	2.68	2.41
Dividends	0.88	0.67	0.60	0.52
Financial Position				
Current assets of continuing operations	\$ 47,585	\$ 46,982	\$ 43,752	\$ 37,913
Inventories	35,180	33,685	31,910	29,419
Property, equipment and capital lease assets, net	97,017	88,440	77,865	66,549
Total assets of continuing operations	163,514	151,587	136,230	117,139
Current liabilities of continuing operations	58,454	52,148	48,954	42,609
Long-term debt	29,799	27,222	26,429	20,087
Long-term obligations under capital leases	3,603	3,513	3,667	3,073
Shareholders' equity	64,608	61,573	53,171	49,396
Financial Ratios				
Current ratio	0.8	0.9	0.9	0.9
Return on assets ⁽²⁾	8.4%	8.8%	9.3%	9.8%
Return on shareholders' equity ⁽³⁾	21.1%	22.0%	22.9%	23.1%
Other Year-End Data				
<i>Wal-Mart Stores Segment</i>				
Discount stores in the United States	971	1,075	1,209	1,353
Supercenters in the United States	2,447	2,256	1,980	1,713
Neighborhood Markets in the United States	132	112	100	85
<i>Sam's Club Segment</i>				
Sam's Clubs in the United States	591	579	567	551
<i>International Segment</i>				
Units outside the United States	3,121	2,757	2,181	1,480

⁽¹⁾ For fiscal 2006 and prior years, we considered comparable store sales to be sales at stores that were open as of February 1st of the prior fiscal year and which had not been converted, expanded or relocated since that date. Beginning in fiscal 2007, comparable store sales includes all stores and clubs that have been open for at least the previous 12 months. Additionally, stores and clubs that are relocated, expanded or converted are excluded from comparable store sales for the first 12 months following the relocation, expansion or conversion.

⁽²⁾ *Income from continuing operations before minority interest divided by average total assets from continuing operations.*

⁽³⁾ *Income from continuing operations before minority interest divided by average shareholders' equity.*

2004	2003	2002	2001	2000	1999	1998
\$252,792	\$226,479	\$201,166	\$178,028	\$153,345	\$129,161	\$112,005
11.6%	12.6%	13.0%	16.1%	18.7%	15.3%	12.4%
4%	5%	6%	5%	8%	9%	6%
\$195,922	\$175,769	\$156,807	\$138,438	\$119,526	\$101,456	\$ 88,163
43,877	39,178	34,275	29,942	25,182	21,469	18,831
825	930	1,183	1,194	837	595	716
34.4%	34.9%	36.4%	36.6%	37.4%	37.7%	37.0%
\$9,096	\$ 7,940	\$ 6,718	\$ 6,446	\$ 5,582	\$ 4,209	\$ 3,424
9,054	7,955	6,592	6,235	5,324	4,397	3,504
\$2.08	\$ 1.79	\$ 1.50	\$ 1.44	\$ 1.25	\$ 0.94	\$ 0.76
2.07	1.79	1.47	1.39	1.19	0.98	0.77
0.36	0.30	0.28	0.24	0.20	0.16	0.14
\$33,548	\$ 28,867	\$ 25,915	\$ 24,796	\$ 22,982	\$ 19,503	\$ 18,589
26,263	24,098	21,793	20,710	18,961	16,058	16,005
57,591	50,053	44,172	39,439	34,570	24,824	23,237
102,455	90,229	79,301	74,317	67,290	47,066	44,221
37,308	31,752	26,309	28,096	25,058	15,848	13,930
17,088	16,545	15,632	12,453	13,650	6,875	7,169
2,888	2,903	2,956	3,054	2,852	2,697	2,480
43,623	39,461	35,192	31,407	25,878	21,141	18,519
0.9	0.9	1.0	0.9	0.9	1.2	1.3
9.7%	9.6%	9.0%	9.3%	10.1%	9.6%	8.5%
22.4%	21.8%	20.7%	23.0%	24.5%	22.0%	19.6%
1,478	1,568	1,647	1,736	1,801	1,869	1,921
1,471	1,258	1,066	888	721	564	441
64	49	31	19	7	4	—
538	525	500	475	463	451	443
1,248	1,163	1,050	955	892	605	568

Financial information prior to fiscal 2004 has been restated to reflect the sale of McLane Company, Inc. (“McLane”) that occurred in fiscal 2004. Financial information prior to fiscal 2007 has been restated to reflect the disposition of our South Korean and German operations that occurred in fiscal 2007. McLane and the South Korean and German operations are presented as discontinued operations. All years have been restated for the fiscal 2004 adoption of the expense recognition provisions of Statement of Financial Accounting Standards No. 123, “Accounting and Disclosure of Stock-Based Compensation.” In fiscal 2005, we adopted Statement of Financial Accounting Standards No. 123R, “Share-Based Payment,” which did not result in a material impact to our financial statements.

In fiscal 2003, the Company adopted Statement of Financial Accounting Standards No. 142, “Goodwill and Other Intangible Assets.” In years prior to adoption, the Company recorded amortization expense related to goodwill.

The consolidation of The Seiyu, Ltd. (“Seiyu”), had a significant impact on the fiscal 2006 financial position amounts in this summary. The acquisition of the Asda Group PLC and the Company’s related debt issuance had a significant impact on the fiscal 2000 amounts in this summary.

Certain reclassifications have been made to prior periods to conform to current presentations.

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Wal-Mart Stores, Inc.
Management's Discussion and Analysis of
Financial Condition and Results of Operations

Overview

Wal-Mart Stores, Inc. ("Wal-Mart," the "Company" or "we") operates retail stores in various formats around the world and is committed to saving people money so they can live better. We earn the trust of our customers every day by providing a broad assortment of quality merchandise and services at every day low prices ("EDLP"), while fostering a culture that rewards and embraces mutual respect, integrity and diversity. EDLP is our pricing philosophy under which we price items at a low price every day so that our customers trust that our prices will not change under frequent promotional activity. Our focus for Sam's Club is to provide exceptional value on brand-name merchandise at "members only" prices for both business and personal use. Internationally, we operate with similar philosophies. Our fiscal year ends on January 31.

We intend for this discussion to provide the reader with information that will assist in understanding our financial statements, the changes in certain key items in those financial statements from year to year, and the primary factors that accounted for those changes, as well as how certain accounting principles affect our financial statements. The discussion also provides information about the financial results of the various segments of our business to provide a better understanding of how those segments and their results affect the financial condition and results of operations of the Company as a whole. This discussion should be read in conjunction with our financial statements as of January 31, 2008, and the year then ended and accompanying notes.

Throughout this Management's Discussion and Analysis of Financial Condition and Results of Operations, we discuss segment operating income and comparable store sales. Segment operating income refers to income from continuing operations before net interest expense, income taxes and minority interest and excludes unallocated corporate overhead and results of discontinued operations. At the beginning of fiscal 2008, the Company revised the measurement of each segment's operating income. The measurement now includes within each segment's operating results certain direct income and expense items that we had previously accounted for as unallocated corporate overhead. We have restated all prior year measurements of segment operating income for comparative purposes.

Comparable store sales is a measure which indicates the performance of our existing stores by measuring the growth in sales for such stores for a particular period over the corresponding period in the prior year. Beginning in fiscal 2007, we changed our method of calculating comparable store sales. We now include in our measure of comparable store sales all stores and clubs that have been open for at least the previous 12 months. Additionally, stores and clubs that are relocated, expanded or converted are excluded from comparable store sales for the first 12 months following the relocation, expansion or conversion. For fiscal 2006 and prior years, we considered comparable store sales to be sales at stores that were open as of February 1st of the prior fiscal year and had not been relocated, expanded or converted since that date. Stores that were relocated, expanded or converted during that period are not included in the calculation. Comparable store sales is also referred to as "same-store" sales by others within the retail industry. The method of calculating comparable store sales varies across the retail industry. As a result, our calculation of comparable store sales is not necessarily comparable to similarly titled measures reported by other companies.

During fiscal year 2008, the Company reviewed its definition of comparable store sales for consistency with other retailers. For fiscal year 2009, beginning February 1, 2008, Wal-Mart Stores, Inc. has revised its definition of comparable store sales to include sales from stores and clubs open for the previous 12 months, including remodels, relocations and expansions. Changes in format continue to be excluded from comparable store sales when the conversion is accompanied by a relocation or expansion that results in a change in square footage of more than five percent. Since the impact of this revision is inconsequential, the Company will not restate comparable store sales results for previously reported years.

Operations

Our operations comprise three business segments: Wal-Mart Stores, Sam's Club and International.

Our Wal-Mart Stores segment is the largest segment of our business, accounting for 64.0% of our fiscal 2008 net sales and operates stores in three different formats in the United States, as well as Wal-Mart's online retail operations, walmart.com. Our Wal-Mart Stores retail formats include:

- Supercenters, which average approximately 187,000 square feet in size and offer a wide assortment of general merchandise and a full-line supermarket;

- Discount stores, which average approximately 108,000 square feet in size and offer a wide assortment of general merchandise and a limited variety of food products; and
- Neighborhood Markets, which average approximately 42,000 square feet in size and offer a full-line supermarket and a limited assortment of general merchandise.

Our Sam's Club segment consists of membership warehouse clubs in the United States and the segment's online retail operations, samsclub.com. Sam's Club accounted for 11.8% of our fiscal 2008 net sales. Our focus for Sam's Club is to provide exceptional value on brand-name merchandise at "members only" prices for both business and personal use. Our Sam's Clubs average approximately 132,000 square feet in size.

At January 31, 2008, our International segment consisted of retail operations in 12 countries and Puerto Rico. This segment generated 24.2% of our fiscal 2008 net sales. The International segment includes numerous different formats of retail stores and restaurants, including discount stores, supercenters and Sam's Clubs that operate outside the United States.

For certain financial information relating to our segments, see Note 11 to our Consolidated Financial Statements.

The Retail Industry

We operate in the highly competitive retail industry in both the United States and the countries we serve internationally. We face strong sales competition from other discount, department, drug, variety and specialty stores, warehouse clubs, and supermarkets, many of which are national, regional or international chains, as well as internet-based retailers and catalog businesses. We compete with a number of companies for prime retail site locations, as well as in attracting and retaining quality employees (who we call "associates"). We, along with other retail companies, are influenced by a number of factors including, but not limited to: cost of goods, consumer debt levels and buying patterns, economic conditions, consumer credit availability, interest rates, customer preferences, unemployment, labor costs, inflation, currency exchange fluctuations, fuel and energy prices, weather patterns, catastrophic events, competitive pressures and insurance costs. Further information on risks to our Company can be located in "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended January 31, 2008.

Company Performance Metrics

Management uses a number of metrics to assess the Company's performance including:

- Total sales and comparable store sales;
- Operating income;
- Earnings per share;
- Return on investment; and
- Free cash flow.

Total Sales and Comparable Store Sales

(Dollar amounts in millions)

	2008			2007			2006	
	Net sales	of total	increase	Net sales	of total	increase	Net sales	of total
Fiscal Year Ended January 31,								
Wal-Mart Stores	\$239,529	64.0%	5.8%	\$226,294	65.6%	7.8%	\$209,910	67.9%
Sam's Club	44,357	11.8%	6.7%	41,582	12.1%	4.5%	39,798	12.9%
International	90,640	24.2%	17.5%	77,116	22.3%	30.2%	59,237	19.2%
Total net sales	<u>\$374,526</u>	<u>100.0%</u>	<u>8.6%</u>	<u>\$344,992</u>	<u>100.0%</u>	<u>11.7%</u>	<u>\$308,945</u>	<u>100.0%</u>
	Fiscal Year Ended January 31,							
	2008	2007	2006					
U.S. comparable store sales								
Wal-Mart Stores	1.0%	1.9%	3.0%					
Sam's Club ⁽¹⁾	4.9%	2.5%	5.0%					
Total U.S.	1.6%	2.0%	3.4%					

(1) Fuel sales had a positive impact of 0.7 percentage points, a negative impact of 0.4 percentage points, and positive 1.3 percentage points on comparable club sales in fiscal 2008, 2007 and 2006, respectively.

Our total net sales increased by 8.6% and 11.7% in fiscal 2008 and 2007 when compared to the previous fiscal year. Those increases resulted from our global store expansion programs, comparable store sales increases and acquisitions.

Comparable store sales is a measure which indicates the performance of our existing stores by measuring the growth in sales for such stores for a particular period over the corresponding period in the prior year. Comparable store sales in the United States increased 1.6% in fiscal 2008 and 2.0% in fiscal 2007. Comparable store sales in fiscal 2008 were lower than fiscal 2007 due to softness in the home and apparel categories and pressure from new store expansions within the trade area of established stores. As we continue to add new stores in the United States, we do so with an understanding that additional stores may take sales away from existing units. During fiscal year 2008, in connection with our revisions to our capital efficiency model, we revised our methodology for calculating the negative impact of new stores on comparable store sales. Using our new methodology, we estimate the negative impact on comparable store sales as a result of opening new stores was approximately 1.5% in fiscal years 2008 and 2007. With our planned reduction in new store growth, we expect the impact of new stores on comparable store sales to decline over time.

During fiscal 2008 and 2007, foreign currency exchange rates had a \$4.5 billion and \$1.5 billion favorable impact, respectively, on the International segment's net sales, causing an increase in the International segment's net sales as a percentage of total Company net sales. Additionally, the decrease in the Sam's Club segment's net sales as a percent of total Company net sales in fiscal 2008 and 2007, when compared to the previous fiscal years resulted from the more rapid development of new stores in the International and Wal-Mart Stores segments than the Sam's Club segment. We expect this trend to continue for the foreseeable future.

Operating Income

(Dollar amounts in millions)

Fiscal Year Ended January 31,	2008			2007			2006	
	Operating income	Percent of total	Percent increase	Operating income	Percent of total	Percent increase	Operating income	Percent of total
Wal-Mart Stores	\$17,516	79.6%	5.4%	\$16,620	81.1%	8.9%	\$15,267	81.6%
Sam's Club	1,618	7.4%	9.3%	1,480	7.2%	5.2%	1,407	7.5%
International	4,769	21.7%	11.8%	4,265	20.8%	24.1%	3,438	18.4%
Other	(1,907)	-8.7%	2.1%	(1,868)	-9.1%	33.5%	(1,399)	-7.5%
Total operating income	<u>\$21,996</u>	<u>100.0%</u>	<u>7.3%</u>	<u>\$20,497</u>	<u>100.0%</u>	<u>9.5%</u>	<u>\$18,713</u>	<u>100.0%</u>

Operating income growth greater than net sales growth is a meaningful measure because it indicates how effectively we manage costs and leverage expenses. For fiscal 2008, our operating income increased by 7.3% when compared to fiscal 2007, while net sales increased by 8.6% over the same period. For the individual segments, our Sam's Club segment met this target; however, our Wal-Mart Stores and International segments did not. The Wal-Mart Stores segment fell short of this objective as growth in operating, selling, general and administrative expenses ("operating expenses") outpaced improvements in gross profit as a percentage of net sales (our "gross margin") and other income. The International segment fell short of this objective due to the impact of the newly acquired and consolidated entities.

Earnings per Share

	Fiscal Year Ended January 31,		
	2008	2007	2006
Diluted income per share from continuing operations	\$ 3.16	\$ 2.92	\$ 2.72

Diluted earnings per share increased in fiscal 2008 as a result of increases in income from continuing operations in conjunction with share repurchases reducing the number of weighted average shares outstanding. For fiscal 2007, diluted earnings per share increased as a result of increases in income from continuing operations.

Return on Investment

Management believes return on investment ("ROI") is a meaningful metric to share with investors because it helps investors assess how efficiently Wal-Mart is employing its assets. ROI was 19.5% for fiscal year 2008 and 19.9% for fiscal year 2007. The decrease in ROI in fiscal 2008 resulted from our adjusted operating income growing at a slower rate than our invested capital, including recent investments in Seiyu, CARHCO, Sonae and Bounteous Company Ltd. ("BCL").

We define ROI as adjusted operating income (operating income plus interest income and depreciation and amortization and rent from continuing operations) for the fiscal year or trailing twelve months divided by average investment during that period. We consider average investment to be the average of our beginning and ending total assets of continuing operations plus accumulated depreciation and amortization less accounts payable and accrued liabilities for that period, plus a rent factor equal to the rent for the fiscal year or trailing twelve months multiplied by a factor of eight.

ROI is considered a non-GAAP financial measure under the SEC's rules. We consider return on assets ("ROA") to be the financial measure computed in accordance with generally accepted accounting principles ("GAAP") that is the most directly comparable financial measure to ROI as we calculate that financial measure. ROI differs from return on assets (income from

continuing operations before minority interest for the fiscal year or the trailing twelve months divided by average of total assets of continuing operations for the period) because: ROI adjusts operating income to exclude certain expense items and add interest income; it adjusts total assets from continuing operations for the impact of accumulated depreciation and amortization, accounts payable and accrued liabilities; and it incorporates a factor of rent to arrive at total invested capital.

Although ROI is a standard financial metric, numerous methods exist for calculating a company's ROI. As a result, the method used by management to calculate ROI may differ from the method other companies use to calculate their ROI. We urge you to understand the method used by another company to calculate its ROI before comparing our ROI to that of the other company.

The calculation of ROI along with a reconciliation to the calculation of return on assets, the most comparable GAAP financial measurement, is as follows:

	Fiscal Year Ended	Fiscal Year Ended	
<i>(Dollar amounts in millions)</i>	<u>January 31, 2008</u>	<u>January 31, 2007</u>	
Calculation of Return on Investment			
NUMERATOR			
Operating Income ⁽¹⁾	\$ 21,996	\$ 20,497	
+ Interest Income ⁽¹⁾	305	280	
+ Depreciation and Amortization ⁽¹⁾	6,317	5,459	
+ Rent ⁽¹⁾	1,620	1,441	
= Adjusted Operating Income	<u>\$ 30,238</u>	<u>\$ 27,677</u>	
DENOMINATOR			
Average Total Assets of Continuing Operations ⁽²⁾	157,551	143,909	
+ Average Accumulated Depreciation and Amortization ⁽²⁾	29,059	24,907	
- Average Accounts Payable ⁽²⁾	29,427	27,096	
- Average Accrued Liabilities ⁽²⁾	15,237	13,975	
+ Rent * 8	12,960	11,528	
= Invested Capital	<u>\$ 154,906</u>	<u>\$ 139,273</u>	
ROI	<u>19.5%</u>	<u>19.9%</u>	
Calculation of Return on Assets			
NUMERATOR			
Income From Continuing Operations Before Minority Interest ⁽¹⁾	<u>\$ 13,290</u>	<u>\$ 12,603</u>	
DENOMINATOR			
Average Total Assets of Continuing Operations ⁽²⁾	<u>\$ 157,551</u>	<u>\$ 143,909</u>	
ROA	<u>8.4%</u>	<u>8.8%</u>	
CERTAIN BALANCE SHEET DATA			
	As of	As of	As of
	<u>January 31, 2008</u>	<u>January 31, 2007</u>	<u>January 31, 2006</u>
Total Assets of Continuing Operations ⁽¹⁾	\$ 163,514	\$ 151,587	\$ 136,230
Accumulated Depreciation and Amortization ⁽¹⁾	31,367	26,750	23,064
Accounts Payable ⁽¹⁾	30,370	28,484	25,707
Accrued Liabilities ⁽¹⁾	15,799	14,675	13,274

(1) Based on continuing operations only; and, therefore excludes the impact of our South Korean and German operations, which were sold in fiscal 2007 and classified as discontinued operations. Total assets as of January 31, 2006 in the table above exclude assets of discontinued operations that are reflected in the Consolidated Balance Sheets of \$2,563.

(2) The average is based on the addition of the account balance at the end of the current period to the account balance at the end of the prior period and dividing by 2.

Free Cash Flow

We define free cash flow as net cash provided by operating activities of continuing operations in the period minus payments for property and equipment made in the period. Our free cash flow increased from fiscal 2007 primarily due to the reduction in our capital expenditures primarily associated with our planned slowing of store expansion in the United States.

Free cash flow is considered a non-GAAP financial measure under the SEC's rules. Management believes, however, that free cash flow is an important financial measure for use in evaluating the Company's financial performance, which measures our ability to generate additional cash from our business operations. Free cash flow should be considered in addition to, rather than as a substitute for, income from continuing operations as a measure of our performance or net cash provided by operating activities of continuing operations as a measure of our liquidity. Additionally, our definition of free cash flow is limited and does not represent residual cash flows available for discretionary expenditures due to the fact that the measure does not deduct the payments required for debt service and other obligations or payments made for business acquisitions. Therefore, we believe it is important to view free cash flow as supplemental to our entire statement of cash flows.

The following table reconciles net cash provided by operating activities of continuing operations, a GAAP measure, to free cash flow, a non-GAAP measure (amounts in millions).

	Fiscal Year Ended		
	January 31, 2008	January 31, 2007	January 31, 2006
Net cash provided by operating activities of continuing operations	\$ 20,354	\$ 19,997	\$ 18,343
Payments for property and equipment	(14,937)	(15,666)	(14,530)
Free cash flow	\$ 5,417	\$ 4,331	\$ 3,813
Net cash used in investing activities of continuing operations	\$ (15,670)	\$ (14,507)	\$ (14,156)
Net cash used in financing activities of continuing operations	\$ (7,134)	\$ (4,839)	\$ (2,422)

Results of Operations

Consolidated Results of Operations

Our total net sales increased by 8.6% and 11.7% in fiscal 2008 and 2007 when compared to the previous fiscal year. Those increases resulted from our global store expansion programs, comparable store sales increases and acquisitions. During fiscal 2008 and 2007, foreign currency exchange rates had a \$4.5 billion and \$1.5 billion favorable impact, respectively, on the International segment's net sales, causing an increase in the International segment's net sales as a percentage of total net sales relative to the Wal-Mart Stores and Sam's Club segments. The acquisition of Sonae and consolidation of Seiyu and CARHCO resulted in a 3.2% increase in net sales for fiscal 2007.

Our gross margin was 23.5%, 23.4% and 23.1% in fiscal 2008, 2007 and 2006, respectively. Our Wal-Mart Stores and International segment sales yield higher gross margins than our Sam's Club segment. However, our Wal-Mart Stores and International segments produced lower segment net sales increases in fiscal 2008 compared to sales increases in fiscal 2007. Additionally, the increase in gross margin in fiscal 2008 included a \$97 million refund of excise taxes previously paid on past merchandise sales of prepaid phone cards. In fiscal 2007, the greater increases in net sales for the Wal-Mart Stores and International segments had a favorable impact on the Company's total gross margin.

Operating expenses as a percentage of net sales were 18.8%, 18.6% and 18.0% for fiscal 2008, 2007 and 2006, respectively. In the first half of fiscal 2008, operating expenses include the net favorable impact of a change in estimated losses associated with our general liability and workers' compensation claims which reduced our accrued liabilities for such claims by \$298 million pre-tax, partially offset by \$183 million in pre-tax charges for certain litigation and other contingencies. Additionally, the fourth quarter of fiscal 2008 included \$106 million of pre-tax charges related to U.S. real estate projects dropped as a result of our capital efficiency program. The net impact of these items had no effect on our operating expenses as a percentage of net sales in fiscal 2008. Otherwise, operating expenses as a percentage of net sales increased in fiscal 2008 primarily due to lower segment net sales increases compared to the prior year for our Wal-Mart Stores and International segments as well as increases in certain operating expenses in each segment.

Operating expenses as a percentage of net sales were higher in fiscal 2007 than the preceding year primarily due to the consolidated operations of Seiyu and Sonae, which are entities with less favorable operating expense leverage than our other International operations, partially offset by \$85 million in property-insurance related gains. The remainder of the increase in operating expenses as a percentage of total net sales was due to faster growth rates in our International segment relative to our Wal-Mart Stores and Sam's Club segments and slightly higher corporate-level general and administrative expenses.

Membership and other income, which includes a variety of income categories such as Sam's Club membership fee revenues, tenant income and financial services income, increased as a percentage of net sales for fiscal 2008 from the prior year period due to continued growth in our financial services area and recycling income. Membership and other income for fiscal 2008 also includes the recognition of \$188 million in pre-tax gains from the sale of certain real estate properties. In fiscal 2007, membership and other income increased as a percentage of net sales from the prior year due to other income from the newly consolidated operations of Seiyu and Sonae, the continued growth in our financial services area and increases in our Sam's Club membership fee revenues.

Interest, net, as a percentage of net sales increased slightly from fiscal 2006 through fiscal 2008. The increase in interest, net, of \$269 million and \$351 million in fiscal 2008 and fiscal 2007, respectively, primarily resulted from increased borrowing levels and higher interest rates on our floating rate debt.

Our effective income tax rates for fiscal 2008, 2007 and 2006 were 34.2%, 33.6% and 33.1%, respectively. The fiscal 2008 rate was higher than the fiscal 2007 rate primarily due to the mix of taxable income among our domestic and international operations and favorable resolution of certain federal and state tax contingencies in fiscal 2007 in excess of those in fiscal 2008. The fiscal 2007 rate was higher than the fiscal 2006 rate primarily due to favorable resolution of certain federal and state tax contingencies in fiscal 2006 in excess of those in fiscal 2007. We expect our tax rate for fiscal 2009 to be within the range of 34 to 35 percent.

Wal-Mart Stores Segment

Fiscal Year	Segment Net Sales Increase from Prior Fiscal Year	Segment Operating Income (in millions)	Segment Operating Income Increase from Prior Fiscal Year	Operating Income as a Percentage of Segment Net Sales
2008	5.8%	\$ 17,516	5.4%	7.3%
2007	7.8%	16,620	8.9%	7.3%
2006	9.4%	15,267	9.8%	7.3%

The segment net sales increases resulted from comparable store sales increases of 1.0% in fiscal 2008 and 1.9% in fiscal 2007, in addition to our expansion program. Lower comparable store sales performance is due to a decrease in customer traffic, partially offset by an increase in average transaction size per customer. In addition, softness in the home and apparel categories and pressure from new store expansion within the trade area of established stores also contributed to the decline in comparable store sales. We have developed several initiatives to help mitigate new store expansion pressure and to grow comparable store sales. These initiatives include becoming more relevant to the customer by creating a better store shopping experience, continuing to improve our merchandise assortment and slowing new store growth.

The Wal-Mart Stores segment expansion programs consist of opening new units, converting discount stores to supercenters, relocations that result in more square footage, as well as expansions of existing stores. During fiscal 2008 we opened seven discount stores, 20 Neighborhood Markets and 191 supercenters (including the conversion and/or relocation of 109 existing discount stores into supercenters). Two discount stores closed in fiscal 2008. During fiscal 2008, our total expansion program added approximately 26 million of store square footage, a 4.8% increase. During fiscal 2007 we opened 15 discount stores, 12 Neighborhood Markets and 279 supercenters (including the conversion of 147 existing discount stores into supercenters). Two discount stores and three supercenters closed in fiscal 2007. During fiscal 2007, our total expansion program added approximately 42 million of store square footage, an 8.4% increase.

In fiscal 2008, gross margin increased slightly compared to the prior year primarily due to higher initial margins and decreased markdown activity as a result of improved inventory management in the second half of the year, partially offset by higher inventory shrinkage. In addition, gross margin for fiscal 2008 included a \$46 million excise tax refund on taxes previously paid on past prepaid phone card sales. In fiscal 2007, gross margin increased 0.2 percentage points from the prior year, which can be attributed to improved initial margin rates in our general merchandise and food categories and an adjustment to our product warranty liabilities which had an unfavorable impact on gross margin in fiscal 2006. In fiscal 2007,

our gross margin increased despite expanding our competitive pricing initiatives and our increase in the cost of markdowns as a percentage of segment net sales, which primarily occurred in our home and apparel merchandise assortments.

Segment operating expenses as a percentage of segment net sales increased 0.2 percentage points in fiscal 2008 compared to the prior year. In the first half of fiscal 2008, operating expenses include the favorable impact of a change in estimated losses associated with our general liability and workers' compensation claims, which reduced the accrued liabilities for such claims by \$274 million pretax, partially offset by the unfavorable impact of \$145 million in pre-tax charges for certain legal and other contingencies. Additionally, the fourth quarter of fiscal 2008 included \$106 million of pre-tax charges related to U.S. real estate projects dropped as a result of our capital efficiency program. The net impact of these items had no effect on our operating expenses as a percentage of segment net sales in fiscal 2008. Otherwise, operating expenses as a percentage of segment net sales increased primarily due to lower segment net sales increases compared to the prior year and higher costs associated with our store maintenance and remodel programs.

Segment operating expenses as a percentage of segment net sales in fiscal 2007 were essentially flat from fiscal 2006, primarily due to improved labor productivity in the stores, which was offset by higher costs associated with our store maintenance and remodel programs. Additionally, operating expenses for fiscal year 2007 include the favorable impact of property insurance-related gains of \$79 million.

Other income in fiscal 2008 increased from the prior year due to continued growth in our financial services area and increases in recycling income. Additionally, other income, net, for fiscal 2008 includes pre-tax gains of \$188 million from the sale of certain real estate properties.

Sam's Club Segment

Fiscal Year	Segment Net Sales Increase from Prior Fiscal Year	Segment Operating Income (in millions)	Segment Operating Income Increase from Prior Fiscal Year	Operating Income as a Percentage of Segment Net Sales
2008	6.7%	\$ 1,618	9.3%	3.6%
2007	4.5%	\$ 1,480	5.2%	3.6%
2006	7.2%	\$ 1,407	10.2%	3.5%

Growth in net sales for the Sam's Club segment in fiscal 2008 and fiscal 2007 resulted from comparable club sales increases of 4.9% in fiscal 2008 and 2.5% in fiscal 2007, along with our club expansion program. Comparable club sales in fiscal 2008 increased at a faster rate than in fiscal 2007 primarily due to higher growth in food, pharmacy, electronics and certain consumables categories as well as an increase in both member traffic and average transaction size per member. Fuel sales had a positive impact of 0.7 percentage points on comparable club sales in fiscal 2008, while contributing a negative impact of 0.4 percentage points to fiscal 2007 comparable club sales.

Sam's Club segment expansion consisted of the opening of 12 new clubs in fiscal 2008 and 15 clubs in fiscal 2007. No clubs were closed in fiscal 2008, but three clubs were closed in fiscal 2007. Our total expansion program added 2.0 million of additional club square footage, or 2.6%, in fiscal 2008 and 2.9 million, or 3.9%, of additional club square footage in fiscal 2007.

Gross margin increased during fiscal 2008 due to strong sales in fresh food and other food-related categories, pharmacy and certain consumables categories, in addition to the \$39 million excise tax refund on taxes previously paid on prior period prepaid phone card sales. In fiscal 2007, gross margin increased compared to the prior year due to strong sales in certain higher margin categories, including pharmacy and jewelry.

Operating expenses as a percentage of segment net sales decreased in fiscal 2008 when compared to fiscal 2007 primarily due to a decrease in advertising costs. In the first half of fiscal 2008, operating expenses include the net positive impact of the favorable change in estimated losses associated with our general liability and workers' compensation claims, which reduced the accrued liabilities for such claims by \$21 million pretax, partially offset by \$15 million in pre-tax charges for certain litigation contingencies. Furthermore, operating expenses in fiscal 2007 included an \$11 million charge related to closing two Sam's Clubs, partially offset by the favorable impact of property

insurance-related gains of \$6 million. In fiscal 2007, operating expenses as a percentage of segment net sales increased compared to fiscal 2006 primarily due to a slight increase in employee-related costs.

Membership and other income, which includes a variety of income categories, increased in fiscal 2008 when compared to fiscal 2007.

International Segment

Fiscal Year	Segment Net Sales Increase from Prior Fiscal Year	Segment Operating Income (in millions)	Segment Operating Income Increase from Prior Fiscal Year	Operating Income as a Percentage of Segment Net Sales
2008	17.5%	\$ 4,769	11.8%	5.3%
2007	30.2%	4,265	24.1%	5.5%
2006	12.7%	3,438	6.6%	5.8%

At January 31, 2008, our International segment was comprised of wholly-owned operations in Argentina, Brazil, Canada, Puerto Rico and the United Kingdom, the operation of joint ventures in China and India and the operations of majority-owned subsidiaries in Central America, Japan and Mexico.

The fiscal 2008 increase in the International segment's net sales primarily resulted from:

- net sales growth from existing units;
- our international expansion program which added 364 units, net of relocations and closings, consisting of 34.1 million, or 17.9%, of additional unit square footage, including the consolidation of BCL, which added 101 stores under the Trust-Mart banner and 17.7 million square feet in February of fiscal 2008;
- the consolidation of BCL; and
- the favorable impact of changes in foreign currency exchange rates of \$4.5 billion during fiscal 2008.

The fiscal 2007 increase in the International segment's net sales primarily resulted from:

- the consolidation of Seiyu and CARHCO and the acquisition of Sonae, all of which added 17.1 percentage points to the increase in fiscal 2007 net sales;
- net sales growth from existing units;
- our international expansion program which added 576 units, net of relocations and closings, consisting of 20.4 million, or 12.0%, of additional unit square footage including the consolidation of CARHCO, which added 372 stores and 6.5 million square feet in February 2006; and
- the favorable impact of changes in foreign currency exchange rates of \$1.5 billion during fiscal 2007.

Fiscal 2008 net sales at our United Kingdom subsidiary, ASDA, were 36.9% of the International segment net sales. Net sales for ASDA included in our Consolidated Statements of Income during fiscal 2008, 2007 and 2006 were \$33.4 billion, \$28.9 billion and \$26.8 billion, respectively. The effect of changes in the exchange rate between the British Pound and U.S. Dollar contributed \$2.6 billion and \$527 million to ASDA's net sales for fiscal 2008 and 2007, respectively.

In fiscal 2008, gross margin increased across most markets leading to an overall 0.2 percentage point increase in the International segment's gross margin. Brazil and the United Kingdom were the largest contributors to the increase. Gross margin in Brazil was favorably impacted by global sourcing initiatives and improved supplier negotiations. Fiscal 2008 gross margin in the United Kingdom was positively impacted by a mix shift toward premium, private label food products. Fiscal 2007 gross margin was up from fiscal 2006, primarily due to the favorable 0.4 percentage point impact of the acquisition of Sonae and the consolidation of Seiyu and CARHCO, and an overall 0.2 percentage point improvement delivered by our other International markets. The fiscal 2007 improvement in our other markets was primarily driven by Mexico and Canada as a result of a favorable shift in the mix of products sold toward general merchandise categories which carry a higher margin.

Segment operating expenses as a percentage of segment net sales increased 0.4 percentage points in fiscal 2008 primarily as a result of an accrual for certain legal matters, the impact of restructuring and impairment charges at Seiyu, the impact of the consolidation of BCL, the startup of our joint venture in India and banking operations in Mexico and overall sales pressures

in Mexico. In fiscal 2007, segment operating expenses as a percentage of segment net sales increased from fiscal 2006 by 1.2 percentage points as a result of the consolidation of Seiyu and the acquisition of Sonae and CARHCO.

Operating income was favorably impacted by changes in foreign currency exchange rates of \$222 million and \$90 million in fiscal 2008 and 2007, respectively.

Liquidity and Capital Resources

Highlights

<i>(Dollar amounts in millions)</i>	Fiscal Year Ended January 31,		
	2008	2007	2006
Net cash provided by operating activities of continuing operations	\$ 20,354	\$ 19,997	\$ 18,343
Purchase of Company stock	(7,691)	(1,718)	(3,580)
Dividends paid	(3,586)	(2,802)	(2,511)
Proceeds from issuance of long-term debt	11,167	7,199	7,691
Payment of long-term debt	(8,723)	(5,758)	(2,724)
Increase (decrease) in commercial paper	2,376	(1,193)	(704)
Total assets of continuing operations	\$163,514	\$151,587	\$136,230

Overview

Cash flows provided by operating activities of continuing operations supply us with a significant source of liquidity. The increases in cash flows provided by operating activities of continuing operations for each fiscal year were primarily attributable to increased income from continuing operations.

Working Capital

Current liabilities exceeded current assets at January 31, 2008, by \$10.9 billion, an increase of \$5.7 billion from January 31, 2007. Our ratio of current assets to current liabilities was 0.8 and 0.9 at January 31, 2008 and 2007, respectively. We generally have a working capital deficit due to our efficient use of cash in funding operations and in providing returns to shareholders in the form of stock repurchases and payment of dividends.

Company Share Repurchase Program

From time to time, we had repurchased shares of our common stock under a \$10.0 billion share repurchase program authorized by our Board of Directors in September 2004.

On May 31, 2007, the Board of Directors replaced the \$10.0 billion share repurchase program, which had \$3.3 billion of remaining authorization for share repurchases, with a new \$15.0 billion share repurchase program announced on June 1, 2007. Under the new share repurchase program, there is no expiration date or other restriction limiting the period over which we can make our share repurchases under the new program, which will expire only when and if we have repurchased \$15.0 billion of our shares under the program. Under the new program, repurchased shares are constructively retired and returned to unissued status. We consider several factors in determining when to execute the share repurchases, including among other things, our current cash needs, our capacity for leverage, our cost of borrowings and the market price of our common stock. At January 31, 2008, approximately \$8.5 billion remained of the \$15.0 billion authorization.

Common Stock Dividends

We paid dividends of \$0.88 per share in fiscal 2008, representing a 31.3% increase over fiscal 2007. The fiscal 2007 dividend of \$0.67 per share represented an 11.7% increase over fiscal 2006. We have increased our dividend every year since the first dividend was declared in March 1974.

On March 6, 2008, the Company's Board of Directors approved an increase in annual dividends to \$0.95 per share, an increase of 8.0% over the dividends paid in fiscal 2008. The annual dividend will be paid in four quarterly installments on April 7, 2008, June 2, 2008, September 2, 2008, and January 2, 2009 to holders of record on March 14, May 16, August 15 and December 15, 2008, respectively.

Contractual Obligations and Other Commercial Commitments

The following table sets forth certain information concerning our obligations and commitments to make contractual future payments, such as debt and lease agreements, and contingent commitments:

<i>(In millions)</i>	Payments due during fiscal years ending January 31,				
	Total	2009	2010-2011	2012-2013	Thereafter
Recorded Contractual Obligations:					
Long-term debt	\$ 35,712	\$ 5,913	\$ 7,788	\$ 3,172	\$ 18,839
Commercial paper	5,040	5,040	—	—	—
Capital lease obligations	5,997	595	1,137	1,022	3,243
Unrecorded Contractual Obligations:					
Non-cancelable operating leases	13,759	1,094	2,045	1,654	8,966
Interest on long-term debt	25,009	1,810	2,909	2,277	18,013
Undrawn lines of credit	8,500	4,000	—	4,500	—
Trade letters of credit	2,720	2,720	—	—	—
Standby letters of credit	2,156	2,156	—	—	—
Purchase obligations	6,748	5,906	616	119	107
Total commercial commitments	\$105,641	\$29,234	\$14,495	\$12,744	\$ 49,168

Purchase obligations include legally binding contracts such as firm commitments for inventory and utility purchases, as well as commitments to make capital expenditures, software acquisition/license commitments and legally binding service contracts. Purchase orders for the purchase of inventory and other services are not included in the table above. Purchase orders represent authorizations to purchase rather than binding agreements. For the purposes of this table, contractual obligations for purchase of goods or services are defined as agreements that are enforceable and legally binding and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. Our purchase orders are based on our current inventory needs and are fulfilled by our suppliers within short time periods. We also enter into contracts for outsourced services; however, the obligations under these contracts are not significant and the contracts generally contain clauses allowing for cancellation without significant penalty.

The expected timing for payment of the obligations discussed above is estimated based on current information. Timing of payments and actual amounts paid with respect to some unrecorded contractual commitments may be different depending on the timing of receipt of goods or services or changes to agreed-upon amounts for some obligations.

In addition to the amounts shown in the table above, \$868 million of unrecognized tax benefits have been recorded as liabilities in accordance with Financial Accounting Standards Board Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"), the timing of which is uncertain except for \$50 million to \$200 million that may become payable during the next twelve months. FIN 48, which was adopted for fiscal year 2008, set out criteria for the use of judgment in assessing the timing and amounts of deductible and taxable items. Refer to Note 5 to the Consolidated Financial Statements for additional discussion on unrecognized tax benefits.

Off Balance Sheet Arrangements

In addition to the unrecorded contractual obligations discussed and presented above, the Company has made certain guarantees as discussed below for which the timing of payment, if any, is unknown.

In connection with certain debt financing, we could be liable for early termination payments if certain unlikely events were to occur. At January 31, 2008, the aggregate termination payment would have been \$129 million. The two arrangements pursuant to which these payments could be made expire in fiscal 2011 and fiscal 2019.

In connection with the development of our grocery distribution network in the United States, we have agreements with third parties which would require us to purchase or assume the leases on certain unique equipment in the event the agreements are terminated. These agreements, which can be terminated by either party at will, cover up to a five-year period and obligate the Company to pay up to approximately \$97 million upon termination of some or all of these agreements.

The Company has potential future lease commitments for land and buildings for 165 future locations. These lease commitments have lease terms ranging from 2 to 39 years and provide for certain minimum rentals. If executed, payments under operating leases would increase by \$67 million for fiscal 2009, based on current cost estimates.

Capital Resources

During fiscal 2008, we issued \$11.2 billion of long-term debt. The net proceeds from the issuance of such long-term debt were used to repay outstanding commercial paper indebtedness and for other general corporate purposes.

Management believes that cash flows from operations and proceeds from the sale of commercial paper will be sufficient to finance seasonal builds in merchandise inventories and meet other cash requirements. If our operating cash flows are not sufficient to pay dividends and to fund our capital expenditures, we anticipate funding any shortfall in these expenditures with a combination of commercial paper and long-term debt. We plan to refinance existing long-term debt as it matures and may desire to obtain additional long-term financing for other corporate purposes. We anticipate no difficulty in obtaining long-term financing in view of our credit rating and favorable experiences in the debt market in the recent past. The following table details the ratings of the credit rating agencies that rated our outstanding indebtedness at January 31, 2008. The rating agency ratings are not recommendations to buy, sell or hold our commercial paper or debt securities. Each rating may be subject to revision or withdrawal at any time by the assigning rating organization and should be evaluated independently of any other rating.

<u>Rating agency</u>	<u>Commercial paper</u>	<u>Long-term debt</u>
Standard & Poor's	A-1+	AA
Moody's Investors Service	P-1	Aa2
Fitch Ratings	F1+	AA
DBRS Limited	R-1(middle)	AA

To monitor our credit rating and our capacity for long-term financing, we consider various qualitative and quantitative factors. We monitor the ratio of our debt to our total capitalization as support for our long-term financing decisions. At January 31, 2008 and January 31, 2007, the ratio of our debt to total capitalization was approximately 40.9% and 38.8%, respectively. For the purpose of this calculation, debt is defined as the sum of commercial paper, long-term debt due within one year, obligations under capital leases due in one year, long-term debt and long-term obligations under capital leases. Total capitalization is defined as debt plus shareholders' equity. Our ratio of debt to our total capitalization has increased in fiscal 2008 due to increased borrowing to fund our increased share repurchases as well as other business needs.

We also use the ratio of adjusted cash flow from operations to adjusted average debt as another metric to review leverage. Adjusted cash flow from operations as the numerator is defined as cash flow from operations of continuing operations for the current year plus two-thirds of the current year operating rent expense less current year capitalized interest expense. Adjusted average debt as the denominator is defined as average debt plus eight times average operating rent expense. Average debt is the simple average of beginning and ending commercial paper, long-term debt due within one year, obligations under capital leases due in one year, long-term debt and long-term obligations under capital leases. Average operating rent expense is the simple average of current year and prior year operating rent expense. We believe this metric is useful to investors as it provides them with a tool to measure our leverage. This metric was 39% for our fiscal year 2008 and lower than 43% for our fiscal year 2007. The decrease in the metric is primarily due to higher borrowing levels as previously discussed.

The ratio of adjusted cash flow to adjusted average debt is considered a non-GAAP financial measure under the SEC's rules. The most recognized directly comparable GAAP measure is the ratio of cash flow from operations of continuing operations for the current year to average total debt (which excludes any effect of operating leases or capitalized interest), which was 49% for fiscal year 2008 and 51% for fiscal year 2007.

A detailed calculation of the adjusted cash flow from operations to adjusted average debt is set forth below along with a reconciliation to the corresponding measurement calculated in accordance with generally accepted accounting principles.

<i>Amounts in millions except for the calculated ratio</i>	Fiscal Year Ended	Fiscal Year Ended
	January 31, 2008	January 31, 2007
Net cash provided by operating activities of continuing operations	\$ 20,354	\$ 19,997
+ Two-thirds current period operating rent expense (1)	1,080	961
- Current year capitalized interest expense	150	182
Numerator	\$ 21,284	\$ 20,776
Average debt (2)	\$ 41,845	\$ 38,874
Eight times average operating rent expense (3)	12,244	9,604
Denominator	\$ 54,089	\$ 48,478
Adjusted cash flow from operations to average debt (4)	39%	43%
Numerator		
Net cash provided by operating activities of continuing operations	\$ 20,354	\$ 19,997
Denominator		
Average debt (2)	\$ 41,845	\$ 38,874
Cash flows from operating activities of continuing operations to average debt	49%	51%
Selected Financial Information		
Current period operating rent expense	\$ 1,620	\$ 1,441
Prior period operating rent expense	1,441	960
Current period capitalized interest	150	182

Certain Balance Sheet Information

	January 31, 2008	January 31, 2007	January 31, 2006
Commercial paper	\$ 5,040	\$ 2,570	\$ 3,754
Long-term debt due within one year	5,913	5,428	4,595
Obligations under capital leases due within one year	316	285	284
Long-term debt	29,799	27,222	26,429
Long-term obligations under capital leases	3,603	3,513	3,667
Total debt	\$ 44,671	\$ 39,018	\$ 38,729

- (1) $2/3 \times \$1,620$ for fiscal year 2008 and $2/3 \times \$1,441$ for fiscal year 2007.
- (2) $(\$44,671 + \$39,018)/2$ for fiscal year 2008 and $(\$39,018 + \$38,729)/2$ for fiscal year 2007.
- (3) $8 \times ((\$1,620 + \$1,441)/2)$ for fiscal year 2008 and $8 \times ((\$1,441 + \$960)/2)$ for fiscal year 2007.
- (4) The calculation of the ratio as defined.

Future Expansion

We expect to make capital expenditures of approximately \$13.5 billion to \$15.2 billion in fiscal 2009. We plan to finance this expansion and any acquisitions of other operations that we may make during fiscal 2009 primarily out of cash flows from operations.

Fiscal 2009 capital expenditures will include the addition of the following new, relocated and expanded units:

	Fiscal Year 2009 Projected Unit Growth
Discount Stores	—
Supercenters	170
Neighborhood Markets	25
Total Wal-Mart Stores Segment	195
Sam's Club Segment	25
Total United States	220
Total International Segment	400
Grand Total	620

The following represents an allocation of our capital expenditures:

Capital Expenditures	Allocation of Capital Expenditures		
	Projections	Actual	
	Fiscal Year 2009	Fiscal Year 2008	Fiscal Year 2007
New stores, including expansions & relocations	35.4%	48.1%	51.0%
Remodels	7.6%	5.7%	5.4%
Information systems, distribution and other	22.8%	15.8%	21.5%
Total United States	65.8%	69.6%	77.9%
International	34.2%	30.4%	22.1%
Total Capital Expenditures	100.0%	100.0%	100.0%

Market Risk

In addition to the risks inherent in our operations, we are exposed to certain market risks, including changes in interest rates and changes in foreign currency exchange rates.

The analysis presented for each of our market risk sensitive instruments is based on a 10% change in interest or foreign currency exchange rates. These changes are hypothetical scenarios used to calibrate potential risk and do not represent our view of future market changes. As the hypothetical figures discussed below indicate, changes in fair value based on the assumed change in rates generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. The effect of a variation in a particular assumption is calculated without changing any other assumption. In reality, changes in one factor may result in changes in another, which may magnify or counteract the sensitivities.

At January 31, 2008 and 2007, we had \$35.7 billion and \$32.7 billion, respectively, of long-term debt outstanding. Our weighted average effective interest rate on long-term debt, after considering the effect of interest rate swaps, was 4.8% and 4.9% at January 31, 2008 and 2007, respectively. A hypothetical 10% increase in interest rates in effect at January 31, 2008 and 2007, would have increased annual interest expense on borrowings outstanding at those dates by \$25 million and \$47 million, respectively.

At January 31, 2008 and 2007, we had \$5.0 billion and \$2.6 billion of outstanding commercial paper obligations. The weighted average interest rate, including fees, on these obligations at January 31, 2008 and 2007, was 4.0% and 5.3%, respectively. A hypothetical 10% increase in commercial paper rates in effect at January 31, 2008 and 2007, would have increased annual interest expense on the outstanding balances on those dates by \$20 million and \$14 million, respectively.

We enter into interest rate swaps to minimize the risks and costs associated with financing activities, as well as to maintain an appropriate mix of fixed- and floating-rate debt. Our preference is to maintain between 40% and 50% of our debt portfolio, including interest rate swaps, in floating-rate debt. The swap agreements are contracts to exchange fixed- or variable-rates for

variable- or fixed-interest rate payments periodically over the life of the instruments. The aggregate fair value of these swaps represented a gain of \$265 million at January 31, 2008 and a loss of \$1 million at January 31, 2007. A hypothetical increase (or decrease) of 10% in interest rates from the level in effect at January 31, 2008, would have resulted in a (loss) or gain in value of the swaps of (\$45 million) or \$46 million, respectively. A hypothetical increase (or decrease) of 10% in interest rates from the level in effect at January 31, 2007, would have resulted in a (loss) or gain in value of the swaps of (\$95 million) or \$103 million, respectively.

We hold currency swaps to hedge the foreign currency exchange component of our net investments in the United Kingdom. The aggregate fair value of these swaps at January 31, 2008 and 2007, represented a loss of \$75 million and \$181 million, respectively. A hypothetical 10% increase (or decrease) in the foreign currency exchange rates underlying these swaps from the market rate would have resulted in a (loss) or gain in the value of the swaps of (\$182 million) and \$182 million, respectively, at January 31, 2008. A hypothetical 10% increase (or decrease) in the foreign currency exchange rates underlying these swaps from the market rate would have resulted in a (loss) or gain in the value of the swaps of (\$178 million) and \$196 million, respectively, at January 31, 2007. A hypothetical 10% change in interest rates underlying these swaps from the market rates in effect at January 31, 2008 and 2007, would have an insignificant impact on the value of the swaps.

In addition to currency swaps, we have designated debt of approximately £3.0 billion as of January 31, 2008 and 2007, as a hedge of our net investment in the United Kingdom. At January 31, 2008, a hypothetical 10% increase (or decrease) in value of the U.S. dollar relative to the British pound would have resulted in a gain (or loss) in the value of the debt of \$601 million. At January 31, 2007, a hypothetical 10% increase (or decrease) in value of the U.S. dollar relative to the British pound would have resulted in a gain (or loss) in the value of the debt of \$594 million. In addition, we have designated debt of approximately ¥142.1 billion as of January 31, 2008 and 2007, as a hedge of our net investment in Japan. At January 31, 2008, a hypothetical 10% increase (or decrease) in value of the U.S. dollar relative to the Japanese yen would have resulted in a gain (or loss) in the value of the debt of \$216 million. At January 31, 2007, a hypothetical 10% increase (or decrease) in value of the U.S. dollar relative to the Japanese yen would have resulted in a gain (or loss) in the value of the debt of \$103 million.

Summary of Critical Accounting Policies

Management strives to report the financial results of the Company in a clear and understandable manner, although in some cases accounting and disclosure rules are complex and require us to use technical terminology. In preparing our Consolidated Financial Statements, we follow accounting principles generally accepted in the United States. These principles require us to make certain estimates and apply judgments that affect our financial position and results of operations as reflected in our financial statements. These judgments and estimates are based on past events and expectations of future outcomes. Actual results may differ from our estimates.

Management continually reviews its accounting policies, how they are applied and how they are reported and disclosed in our financial statements. Following is a summary of our more significant accounting policies and how they are applied in preparation of the financial statements.

Inventories

We value our inventories at the lower of cost or market as determined primarily by the retail method of accounting, using the last-in, first-out (“LIFO”) method for substantially all our Wal-Mart Stores segment’s merchandise. Sam’s Club merchandise and merchandise in our distribution warehouses are valued based on weighted average cost using the LIFO method. Inventories for international operations are primarily valued by the retail method of accounting and are stated using the first-in, first-out (“FIFO”) method.

Under the retail method, inventory is stated at cost, which is determined by applying a cost-to-retail ratio to each merchandise grouping’s retail value. The FIFO cost-to-retail ratio is based on the initial margin of beginning inventory plus the fiscal year purchase activity. The cost-to-retail ratio for measuring any LIFO reserves is based on the initial margin of the fiscal year purchase activity less the impact of any markdowns. The retail method requires management to make certain judgments and estimates that may significantly impact the ending inventory valuation at cost as well as the amount of gross margin recognized. Judgments made include recording markdowns used to sell through inventory and shrinkage. When management determines the salability of inventory has diminished, markdowns for clearance activity and the related cost impact are recorded at the time the price change decision is made. Factors considered in the determination of markdowns include current and anticipated demand, customer preferences and age of merchandise, as well as seasonal and fashion trends. Changes in weather patterns and customer preferences related to fashion trends could cause material changes in the amount and timing of markdowns from year to year.

When necessary, the Company records a LIFO provision for a quarter for the estimated annual effect of inflation, and these estimates are adjusted to actual results determined at year-end. Our LIFO provision is calculated based on inventory levels, markup rates and internally generated retail price indices. At January 31, 2008 and 2007, our inventories valued at LIFO approximated those inventories as if they were valued at FIFO.

The Company provides for estimated inventory losses (“shrinkage”) between physical inventory counts on the basis of a percentage of sales. The provision is adjusted annually to reflect the historical trend of the actual physical inventory count results.

Impairment of Assets

We evaluate long-lived assets other than goodwill and assets with indefinite lives for indicators of impairment whenever events or changes in circumstances indicate their carrying amounts may not be recoverable. Management’s judgments regarding the existence of impairment indicators are based on market conditions and our operational performance, such as operating income and cash flows. The evaluation for long-lived assets is performed at the lowest level of identifiable cash flows, which is generally at the individual store level or, in certain circumstances, at the market group level. The variability of these factors depends on a number of conditions, including uncertainty about future events and changes in demographics. Thus our accounting estimates may change from period to period. These factors could cause management to conclude that impairment indicators exist and require that impairment tests be performed, which could result in management determining that the value of long-lived assets is impaired, resulting in a writedown of the long-lived assets.

Goodwill and other indefinite-lived acquired intangible assets are not amortized, but are evaluated for impairment annually or whenever events or changes in circumstances indicate that the value of a certain asset may be impaired. This evaluation requires management to make judgments relating to future cash flows, growth rates, and economic and market conditions. These evaluations are based on determining the fair value of a reporting unit or asset using a valuation method such as discounted cash flow or a relative, market-based approach. Historically, the Company has generated sufficient returns to recover the cost of goodwill and other indefinite-lived acquired intangible assets. Because of the nature of the factors used in these tests, if different conditions occur in future periods, future operating results could be materially impacted.

Income Taxes

The determination of our provision for income taxes requires significant judgment, the use of estimates, and the interpretation and application of complex tax laws. Significant judgment is required in assessing the timing and amounts of deductible and taxable items and the probability of sustaining uncertain tax positions. The benefit of uncertain tax positions are recorded in our financial statements only after determining a more-likely-than-not probability that the uncertain tax positions will withstand challenge, if any, from tax authorities. When facts and circumstances change, we reassess these probabilities and record any changes in the financial statements as appropriate. The Financial Accounting Standards Board issued FIN 48, which set out criteria for the use of judgment in assessing the timing and amounts of deductible and taxable items. We adopted this interpretation for fiscal year 2008.

Self-Insurance

We use a combination of insurance, self-insured retention and self-insurance for a number of risks, including, without limitation, workers’ compensation, general liability, vehicle liability and the Company’s obligation for employee-related health care benefits. Liabilities associated with the risks that we retain are estimated by considering historical claims experience, including frequency, severity, demographic factors and other actuarial assumptions. In calculating our liability, we analyze our historical trends, including loss development, and apply appropriate loss development factors to the incurred costs associated with the claims made against our self-insured program. The estimated accruals for these liabilities could be significantly affected if future occurrences or loss development differ from these assumptions. For example, for our workers’ compensation and general liability, a 1% increase or decrease to the assumptions for claims costs or loss development factors would increase or decrease our self-insurance accrual by \$24 million or \$79 million, respectively.

During the last few years, we have enhanced how we manage our workers’ compensation and general liability claims. As a result, our loss experience with respect to such claims has improved and the actuarially determined ultimate loss estimates, primarily for fiscal year 2004 through 2007 claims, were reduced during the quarter ended July 31, 2007. The reductions in ultimate loss estimates resulted primarily from improved claims handling experience, which impacts loss development factors and other actuarial assumptions. Due to the beneficial change in estimate of our ultimate losses, accrued liabilities for general liability and workers’ compensation claims were reduced by \$196 million after tax, resulting in an increase in net income per basic and diluted common share of \$0.05 for the second quarter of fiscal year 2008.

For a summary of our significant accounting policies, please see Note 1 to our Consolidated Financial Statements that appear after this discussion.

Forward-Looking Statements

This Annual Report contains statements that Wal-Mart believes are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Those statements are intended to enjoy the protection of the safe harbor for forward-looking statements provided by that Act. These forward-looking statements include statements in Management’s Discussion and Analysis of Financial Condition and Results of Operations under the caption “Company Performance Metrics” regarding the effect of the opening of new stores on comparable store sales, under the caption “Results of Operations” with respect to our expected tax rate for fiscal 2009 and under the caption “Liquidity and Capital Resources” with respect to the amount of increases in payments under operating leases if certain leases are executed, our ability to finance seasonal build-ups in inventories and to meet other cash requirements with cash flows from operations and the sale of commercial paper, our ability to fund certain cash flow shortfalls by the sale of commercial paper and long-term debt securities, our plan to refinance long-term debt as it matures, our anticipated funding of shortfall in cash to pay dividends and make capital expenditures through the sale of commercial paper and long-term debt securities, our ability to sell our long-term securities, the anticipated number of new stores and clubs to be opened in the United States and internationally, and the anticipated allocation of capital expenditures in fiscal year 2009, in Note 5 to our Consolidated Financial Statements regarding the possible tax treatment and effect of the loss recorded in connection with the disposition of our German operations in fiscal year 2007 and in Note 6 to our Consolidated Financial Statements regarding our expected acquisition of the shares of Seiyu we currently do not own. These statements are identified by the use of the words “anticipate,” “believe,” “could increase,” “could result,” “expect,” “will result,” “may result,” “plan,” “will be” “will include,” “will increase” and other, similar words or phrases. Similarly, descriptions of our objectives, strategies, plans, goals or targets are also forward-looking statements. These statements discuss, among other things, expected growth, future revenues, future cash flows, future capital expenditures, future performance and the anticipation and expectations of Wal-Mart and its management as to future occurrences and trends. These forward-looking statements are subject to certain factors, in the United States and internationally, that could affect our financial performance, business strategy, plans, goals and objectives. Those factors include, but are not limited to, general economic conditions, consumer credit availability, gasoline and other energy prices, the cost of goods, information security costs, labor costs, the cost of fuel and electricity, the cost of healthcare benefits, insurance costs, cost of construction materials, catastrophic events, competitive pressures, inflation, accident-related costs, consumer buying patterns and debt levels, weather patterns, transport of goods from foreign suppliers, currency exchange fluctuations, trade restrictions, changes in tariff and freight rates, changes in tax and other laws and regulations that affect our business, the outcome of legal proceedings to which we are a party, unemployment levels, interest rate fluctuations, changes in employment legislation and other capital market, economic and geo-political conditions and events. Moreover, we typically earn a disproportionate part of our annual operating income in the fourth quarter as a result of the seasonal buying patterns. Those buying patterns are difficult to forecast with certainty. The foregoing list of factors that may affect our performance is not exclusive. Other factors and unanticipated events could adversely affect our business operations and financial performance. We discuss certain of these matters more fully, as well as certain risk factors that may affect our business operations, financial condition, results of operations and liquidity in other of our filings with the Securities and Exchange Commission (“SEC”), including our Annual Report on Form 10-K. We filed our Annual Report on Form 10-K for the year ended January 31, 2008, with the SEC on or about March 31, 2008. The forward-looking statements described above are made based on knowledge of our business and the environment in which we operate. However, because of the factors described and listed above, as well as other factors, or as a result of changes in facts, assumptions not being realized or other circumstance, actual results may materially differ from anticipated results described or implied in these forward-looking statements. We cannot assure the reader that the results or developments expected or anticipated by us will be realized or, even if substantially realized, that those results or developments will result in the expected consequences for us or affect us, our business or our operations in the way we expect. You are urged to consider all of these risks, uncertainties and other factors carefully in evaluating the forward-looking statements and not to place undue reliance on such forward-looking statements. The forward-looking statements included in this Annual Report speak only as of the date of this report, and we undertake no obligation to update these forward-looking statements to reflect subsequent events or circumstances, except as may be required by applicable law.

Wal-Mart Stores, Inc.

Consolidated Statements of Income

(Amounts in millions except per share data)

Fiscal Year Ended January 31,

	2008	2007	2006
Revenues:			
Net sales	\$374,526	\$344,992	\$308,945
Membership and other income	4,273	3,658	3,156
	<u>378,799</u>	<u>348,650</u>	<u>312,101</u>
Costs and expenses:			
Cost of sales	286,515	264,152	237,649
Operating, selling, general and administrative expenses	70,288	64,001	55,739
	<u>21,996</u>	<u>20,497</u>	<u>18,713</u>
Operating income	21,996	20,497	18,713
Interest:			
Debt	1,863	1,549	1,171
Capital leases	240	260	249
Interest income	(305)	(280)	(242)
Interest, net	<u>1,798</u>	<u>1,529</u>	<u>1,178</u>
Income from continuing operations before income taxes and minority interest	20,198	18,968	17,535
Provision for income taxes:			
Current	6,916	6,276	5,932
Deferred	(8)	89	(129)
	<u>6,908</u>	<u>6,365</u>	<u>5,803</u>
Income from continuing operations before minority interest	13,290	12,603	11,732
Minority interest	(406)	(425)	(324)
Income from continuing operations	12,884	12,178	11,408
Loss from discontinued operations, net of tax	(153)	(894)	(177)
Net income	\$ 12,731	\$ 11,284	\$ 11,231
Net income per common share:			
Basic income per common share from continuing operations	\$ 3.17	\$ 2.92	\$ 2.73
Basic loss per common share from discontinued operations	(0.04)	(0.21)	(0.05)
Basic net income per common share	\$ 3.13	\$ 2.71	\$ 2.68
Diluted income per common share from continuing operations	\$ 3.16	\$ 2.92	\$ 2.72
Diluted loss per common share from discontinued operations	(0.03)	(0.21)	(0.04)
Diluted net income per common share	\$ 3.13	\$ 2.71	\$ 2.68
Weighted-average number of common shares:			
Basic	4,066	4,164	4,183
Diluted	4,072	4,168	4,188
Dividends declared per common share	\$ 0.88	\$ 0.67	\$ 0.60

See accompanying notes.

Wal-Mart Stores, Inc.

Consolidated Balance Sheets

(Amounts in millions except per share data)

January 31,	2008	2007
ASSETS		
<i>Current assets:</i>		
Cash and cash equivalents	\$ 5,569	\$ 7,767
Receivables	3,654	2,840
Inventories	35,180	33,685
Prepaid expenses and other	3,182	2,690
Total current assets	47,585	46,982
<i>Property and equipment, at cost:</i>		
Land	19,879	18,612
Buildings and improvements	72,533	64,052
Fixtures and equipment	28,026	25,168
Transportation equipment	2,210	1,966
Property and equipment, at cost	122,648	109,798
Less accumulated depreciation	(28,773)	(24,408)
Property and equipment, net	93,875	85,390
<i>Property under capital lease:</i>		
Property under capital lease	5,736	5,392
Less accumulated amortization	(2,594)	(2,342)
Property under capital lease, net	3,142	3,050
Goodwill	16,071	13,759
Other assets and deferred charges	2,841	2,406
Total assets	\$163,514	\$151,587
LIABILITIES AND SHAREHOLDERS' EQUITY		
<i>Current liabilities:</i>		
Commercial paper	\$ 5,040	\$ 2,570
Accounts payable	30,370	28,484
Accrued liabilities	15,799	14,675
Accrued income taxes	1,016	706
Long-term debt due within one year	5,913	5,428
Obligations under capital leases due within one year	316	285
Total current liabilities	58,454	52,148
Long-term debt	29,799	27,222
Long-term obligations under capital leases	3,603	3,513
Deferred income taxes and other	5,111	4,971
Minority interest	1,939	2,160
Commitments and contingencies		
<i>Shareholders' equity:</i>		
Preferred stock (\$0.10 par value; 100 shares authorized, none issued)	—	—
Common stock (\$0.10 par value; 11,000 shares authorized, 3,973 and 4,131 issued and outstanding at January 31, 2008 and January 31, 2007, respectively)	397	413
Capital in excess of par value	3,028	2,834
Retained earnings	57,319	55,818
Accumulated other comprehensive income	3,864	2,508
Total shareholders' equity	64,608	61,573
Total liabilities and shareholders' equity	\$163,514	\$151,587

See accompanying notes.

Consolidated Statements of Shareholders' Equity

<i>(Amounts in millions except per share data)</i>	Number of Shares	Common Stock	Capital in Excess of Par Value	Accumulated Other Comprehensive Income	Retained Earnings	Total
Balance – January 31, 2005	4,234	\$ 423	\$ 2,425	\$ 2,694	\$43,854	\$49,396
Comprehensive income:						
Net income					11,231	11,231
Other comprehensive income:						
Foreign currency translation				(1,691)		(1,691)
Net changes in fair values of derivatives				(1)		(1)
Minimum pension liability				51		51
Total comprehensive income						9,590
Cash dividends (\$0.60 per share)					(2,511)	(2,511)
Purchase of Company stock	(74)	(7)	(104)		(3,469)	(3,580)
Stock options exercised and other	5	1	275			276
Balance – January 31, 2006	4,165	\$ 417	\$ 2,596	\$ 1,053	\$49,105	\$53,171
Comprehensive income:						
Net income					11,284	11,284
Other comprehensive income:						
Foreign currency translation				1,584		1,584
Net changes in fair values of derivatives				6		6
Minimum pension liability				(15)		(15)
Total comprehensive income						12,859
Adjustment for initial application of SFAS 158, net of tax				(120)		(120)
Cash dividends (\$0.67 per share)					(2,802)	(2,802)
Purchase of Company stock	(39)	(4)	(52)		(1,769)	(1,825)
Stock options exercised and other	5		290			290
Balance – January 31, 2007	4,131	\$ 413	\$ 2,834	\$ 2,508	\$55,818	\$61,573
Comprehensive income:						
Net income					12,731	12,731
Other comprehensive income:						
Foreign currency translation				1,218		1,218
Minimum pension liability				138		138
Total comprehensive income						14,087
Cash dividends (\$0.88 per share)					(3,586)	(3,586)
Purchase of Company stock	(166)	(17)	(190)		(7,484)	(7,691)
Stock options exercised and other	8	1	384			385
Adoption of FIN 48					(160)	(160)
Balance – January 31, 2008	3,973	\$ 397	\$ 3,028	\$ 3,864	\$57,319	\$64,608

See accompanying notes.

Consolidated Statements of Cash Flows*(Amounts in millions)***Fiscal Year Ended January 31,**

	2008	2007	2006
Cash flows from operating activities:			
Net income	\$ 12,731	\$ 11,284	\$ 11,231
Loss from discontinued operations, net of tax	153	894	177
Income from continuing operations	12,884	12,178	11,408
Adjustments to reconcile income from continuing operations to net cash provided by operating activities:			
Depreciation and amortization	6,317	5,459	4,645
Deferred income taxes	(8)	89	(129)
Other operating activities	601	1,039	613
Changes in certain assets and liabilities, net of effects of acquisitions:			
Increase in accounts receivable	(564)	(214)	(466)
Increase in inventories	(775)	(1,274)	(1,761)
Increase in accounts payable	865	2,132	3,031
Increase in accrued liabilities	1,034	588	1,002
Net cash provided by operating activities of continuing operations	20,354	19,997	18,343
Net cash used in operating activities of discontinued operations	—	(45)	(102)
Net cash provided by operating activities	20,354	19,952	18,241
Cash flows from investing activities:			
Payments for property and equipment	(14,937)	(15,666)	(14,530)
Proceeds from disposal of property and equipment	957	394	1,042
(Payments for) proceeds from disposal of certain international operations, net	(257)	610	—
Investment in international operations, net of cash acquired	(1,338)	(68)	(601)
Other investing activities	(95)	223	(67)
Net cash used in investing activities of continuing operations	(15,670)	(14,507)	(14,156)
Net cash provided by (used in) investing activities of discontinued operations	—	44	(30)
Net cash used in investing activities	(15,670)	(14,463)	(14,186)
Cash flows from financing activities:			
Increase (decrease) in commercial paper	2,376	(1,193)	(704)
Proceeds from issuance of long-term debt	11,167	7,199	7,691
Payment of long-term debt	(8,723)	(5,758)	(2,724)
Dividends paid	(3,586)	(2,802)	(2,511)
Purchase of Company stock	(7,691)	(1,718)	(3,580)
Payment of capital lease obligations	(343)	(340)	(245)
Other financing activities	(334)	(227)	(349)
Net cash used in financing activities	(7,134)	(4,839)	(2,422)
Effect of exchange rates on cash	252	97	(101)
Net (decrease) increase in cash and cash equivalents	(2,198)	747	1,532
Cash and cash equivalents at beginning of year ⁽¹⁾	7,767	7,020	5,488
Cash and cash equivalents at end of year ⁽²⁾	\$ 5,569	\$ 7,767	\$ 7,020
Supplemental disclosure of cash flow information			
Income tax paid	\$ 6,299	\$ 6,665	\$ 5,962
Interest paid	1,622	1,553	1,390
Capital lease obligations incurred	447	159	286

(1) Includes cash and cash equivalents of discontinued operations of \$221 and \$383 million at January 31, 2006 and 2005.

(2) Includes cash and cash equivalents of discontinued operations of \$221 million at January 31, 2006.

See accompanying notes.

Notes to Consolidated Financial Statements

Wal-Mart Stores, Inc.

1 Summary of Significant Accounting Policies

General

Wal-Mart Stores, Inc. (“Wal-Mart,” the “Company” or “we”) operates retail stores in various formats around the world and is committed to saving people money so they can live better. We earn the trust of our customers every day by providing a broad assortment of quality merchandise and services at every day low prices (“EDLP”) while fostering a culture that rewards and embraces mutual respect, integrity and diversity. EDLP is our pricing philosophy under which we price items at a low price every day so that our customers trust that our prices will not change under frequent promotional activity. Our fiscal year ends on January 31. During the fiscal year ended January 31, 2008, we had net sales of \$374.5 billion.

Consolidation

The Consolidated Financial Statements include the accounts of Wal-Mart Stores, Inc. and its subsidiaries. Significant intercompany transactions have been eliminated in consolidation. Investments in which the Company has a 20% to 50% voting interest and where the Company exercises significant influence over the investee are accounted for using the equity method.

The Company’s operations in Argentina, Brazil, China, Costa Rica, El Salvador, Guatemala, Honduras, Japan, Mexico, Nicaragua and the United Kingdom are consolidated using a December 31 fiscal year-end, generally due to statutory reporting requirements. There were no significant intervening events in January 2008 which materially affected the financial statements. The Company’s operations in Canada and Puerto Rico are consolidated using a January 31 fiscal year-end.

The Company consolidates the accounts of certain variable interest entities where it has been determined that Wal-Mart is the primary beneficiary of those entities’ operations. The assets, liabilities and results of operations of these entities are not material to the Company.

Cash and Cash Equivalents

The Company considers investments with a maturity of three months or less when purchased to be cash equivalents. The majority of payments due from banks for third-party credit card, debit card and electronic benefit transactions (“EBT”) process within 24-48 hours, except for transactions occurring on a Friday, which are generally processed the following Monday. All credit card, debit card and EBT transactions that process in less than seven days are classified as cash and cash equivalents. Amounts due from banks for these transactions classified as cash totaled \$826 million and \$882 million at January 31, 2008 and 2007, respectively.

Receivables

Accounts receivable consist primarily of receivables from insurance companies resulting from our pharmacy sales, receivables from suppliers for marketing or incentive programs, receivables from real estate transactions and receivables from property insurance claims. Additionally, amounts due from banks for customer credit card, debit card and EBT transactions that take in excess of seven days to process are classified as accounts receivable.

Inventories

The Company values inventories at the lower of cost or market as determined primarily by the retail method of accounting, using the last-in, first-out (“LIFO”) method for substantially all of the Wal-Mart Stores segment’s merchandise inventories. Sam’s Club merchandise and merchandise in our distribution warehouses are valued based on the weighted average cost using the LIFO method. Inventories of foreign operations are primarily valued by the retail method of accounting, using the first-in, first-out (“FIFO”) method. At January 31, 2008 and 2007, our inventories valued at LIFO approximate those inventories as if they were valued at FIFO.

Financial Instruments

The Company uses derivative financial instruments for purposes other than trading to manage its exposure to interest and foreign exchange rates, as well as to maintain an appropriate mix of fixed and floating-rate debt. Contract terms of a hedge

instrument closely mirror those of the hedged item, providing a high degree of risk reduction and correlation. Contracts that are effective at meeting the risk reduction and correlation criteria are recorded using hedge accounting. If a derivative instrument is a hedge, depending on the nature of the hedge, changes in the fair value of the instrument will either be offset against the change in fair value of the hedged assets, liabilities or firm commitments through earnings or be recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of an instrument's change in fair value will be immediately recognized in earnings. Instruments that do not meet the criteria for hedge accounting, or contracts for which the Company has not elected hedge accounting, are valued at fair value with unrealized gains or losses reported in earnings during the period of change.

Capitalized Interest

Interest costs capitalized on construction projects were \$150 million, \$182 million and \$157 million in fiscal 2008, 2007 and 2006, respectively.

Long-Lived Assets

Long-lived assets are stated at cost. Management reviews long-lived assets for indicators of impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The evaluation is performed at the lowest level of identifiable cash flows, which is at the individual store level or in certain circumstances a market group of stores. Undiscounted cash flows expected to be generated by the related assets are estimated over the asset's useful life based on updated projections. If the evaluation indicates that the carrying amount of the asset may not be recoverable, any potential impairment is measured based upon the fair value of the related asset or asset group as determined by an appropriate market appraisal or other valuation technique.

Goodwill and Other Acquired Intangible Assets

Goodwill represents the excess of purchase price over fair value of net assets acquired, and is allocated to the appropriate reporting unit when acquired. Other acquired intangible assets are stated at the fair value acquired as determined by a valuation technique commensurate with the intended use of the related asset. Goodwill and indefinite-lived other acquired intangible assets are not amortized; rather they are evaluated for impairment annually or whenever events or changes in circumstances indicate that the value of the asset may be impaired. Definite-lived other acquired intangible assets are considered long-lived assets and are amortized on a straight-line basis over the periods that expected economic benefits will be provided.

Indefinite-lived other acquired intangible assets are evaluated for impairment based on their fair values using valuation techniques which are updated annually based on the most recent variables and assumptions.

Goodwill is evaluated for impairment by determining the fair value of the related reporting unit. Fair value is measured based on a discounted cash flow method or relative market-based approach. The analyses require significant management judgment to evaluate the capacity of an acquired business to perform within projections. Historically, the Company has generated sufficient returns to recover the cost of the goodwill.

Goodwill is recorded on the balance sheet in the operating segments as follows:

<i>(Amounts in millions)</i>	<u>2008</u>	<u>2007</u>
January 31,		
International	\$15,766	\$13,454
Sam's Club	305	305
Total goodwill	<u>\$16,071</u>	<u>\$13,759</u>

The change in the International segment's goodwill since fiscal 2007 resulted primarily from the acquisition of the controlling interest in Bounteous Company Ltd. ("BCL"), the tender offer to acquire the remaining outstanding common and preferred shares of our Japanese subsidiary, The Seiyu, Ltd. ("Seiyu"), and foreign exchange rate fluctuations.

Leases

The Company estimates the expected term of a lease by assuming the exercise of renewal options where an economic penalty exists that would preclude the abandonment of the lease at the end of the initial non-cancelable term and the exercise of such

renewal is at the sole discretion of the Company. This expected term is used in the determination of whether a store lease is a capital or operating lease and in the calculation of straight-line rent expense. Additionally, the useful life of leasehold improvements is limited by the expected lease term or the economic life of the asset. If significant expenditures are made for leasehold improvements late in the expected term of a lease and renewal is reasonably assumed, the useful life of the leasehold improvement is limited to the end of the renewal period or economic life of the asset.

Rent abatements and escalations are considered in the calculation of minimum lease payments in the Company's capital lease tests and in determining straight-line rent expense for operating leases.

Foreign Currency Translation

The assets and liabilities of all foreign subsidiaries are translated using exchange rates at the balance sheet date. The income statements of foreign subsidiaries are translated using average exchange rates for the period. Related translation adjustments are recorded as a component of accumulated other comprehensive income.

Revenue Recognition

The Company recognizes sales revenue net of sales taxes and estimated sales returns at the time it sells merchandise to the customer, except for layaway transactions. The Company recognizes revenue from layaway transactions when the customer satisfies all payment obligations and takes possession of the merchandise. Customer purchases of shopping cards are not recognized as revenue until the card is redeemed and the customer purchases merchandise by using the shopping card.

Sam's Club Membership Fee Revenue Recognition

The Company recognizes Sam's Club membership fee revenue both in the United States and internationally over the term of the membership, which is 12 months. The following table details unearned revenue, membership fees received from members and the amount of revenue recognized in earnings for each of the fiscal years 2008, 2007 and 2006.

(Amounts in millions)

Fiscal Year Ended January 31,	2008	2007	2006
Deferred membership fee revenue, beginning of year	\$ 535	\$ 490	\$ 458
Membership fees received	1,054	1,030	940
Membership fee revenue recognized	(1,038)	(985)	(908)
Deferred membership fee revenue, end of year	\$ 551	\$ 535	\$ 490

Sam's Club membership fee revenue is included in membership and other income in the revenues section of the Consolidated Statements of Income.

Cost of Sales

Cost of sales includes actual product cost, the cost of transportation to the Company's warehouses, stores and clubs from suppliers, the cost of transportation from the Company's warehouses to the stores and clubs and the cost of warehousing for our Sam's Club segment.

Payments from Suppliers

Wal-Mart receives money from suppliers for various programs, primarily volume incentives, warehouse allowances and reimbursements for specific programs such as markdowns, margin protection and advertising. Substantially all payments from suppliers are accounted for as a reduction of purchases and recognized in our Consolidated Statements of Income when the related inventory is sold.

Operating, Selling, General and Administrative Expenses

Operating, selling, general and administrative expenses include all operating costs of the Company except those costs related to the transportation of products from the supplier to the warehouses, stores or clubs, the costs related to the transportation of products from the warehouses to the stores or clubs and the cost of warehousing for our Sam's Club segment. As a result, the cost of warehousing and occupancy for our Wal-Mart Stores and International segments' distribution facilities are included in operating, selling, general and administrative expenses. Because we do not include the cost of our Wal-Mart Stores and

International segments' distribution facilities in cost of sales, our gross profit and gross profit as a percentage of net sales (our "gross margin") may not be comparable to those of other retailers that may include all costs related to their distribution facilities in cost of sales and in the calculation of gross profit and gross margin.

Advertising Costs

Advertising costs are expensed as incurred and were \$2.0 billion, \$1.9 billion and \$1.6 billion in fiscal 2008, 2007 and 2006, respectively. Advertising costs consist primarily of print and television advertisements.

Pre-Opening Costs

The costs of start-up activities, including organization costs, related to new store openings, store remodels, expansions and relocations are expensed as incurred.

Share-Based Compensation

The Company recognizes expense for its share-based compensation based on the fair value of the awards that are granted. The fair value of stock options is estimated at the date of grant using the Black-Scholes-Merton option valuation model which was developed for use in estimating the fair value of exchange traded options that have no vesting restrictions and are fully transferable. Option valuation methods require the input of highly subjective assumptions, including the expected stock price volatility. Measured compensation cost, net of estimated forfeitures, is recognized ratably over the vesting period of the related share-based compensation award.

Share-based compensation awards that may be settled in cash are accounted for as liabilities and marked to market each period. Measured compensation cost for performance-based awards is recognized only if it is probable that the performance condition will be achieved.

Insurance/Self-Insurance

The Company uses a combination of insurance, self-insured retention and self-insurance for a number of risks, including, without limitation, workers' compensation, general liability, vehicle liability and the Company's obligation for employee-related health care benefits. Liabilities associated with these risks are estimated by considering historical claims experience, demographic factors, frequency and severity factors and other actuarial assumptions. In estimating our liability for such claims, we periodically analyze our historical trends, including loss development, and apply appropriate loss development factors to the incurred costs associated with the claims. During the last few years, we have enhanced how we manage our workers' compensation and general liability claims. As a result, our loss experience with respect to such claims has improved and the actuarially determined ultimate loss estimates, primarily for fiscal year 2004 through 2007 claims, were reduced during the quarter ended July 31, 2007. The reductions in ultimate loss estimates resulted primarily from improved claims handling experience, which impacts loss development factors and other actuarial assumptions. Due to the beneficial change in estimate of our ultimate losses, accrued liabilities for general liability and workers' compensation claims were reduced by \$196 million after tax, resulting in an increase in net income per basic and diluted common share of \$0.05 for the second quarter of fiscal year 2008.

Depreciation and Amortization

Depreciation and amortization for financial statement purposes are provided on the straight-line method over the estimated useful lives of the various assets. Depreciation expense, including amortization of property under capital leases for fiscal years 2008, 2007 and 2006 was \$6.3 billion, \$5.5 billion and \$4.6 billion, respectively. For income tax purposes, accelerated methods of depreciation are used with recognition of deferred income taxes for the resulting temporary differences. Leasehold improvements are depreciated over the shorter of the estimated useful life of the asset or the remaining expected lease term. Estimated useful lives for financial statement purposes are as follows:

Buildings and improvements	5–50 years
Fixtures and equipment	3–12 years
Transportation equipment	3–15 years

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rate is recognized in income in the period that includes the enactment date. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts more likely than not to be realized.

In determining the quarterly provision for income taxes, the Company uses an annual effective tax rate based on expected annual income and statutory tax rates. The effective tax rate also reflects the Company's assessment of the ultimate outcome of tax audits. Significant discrete items are separately recognized in the income tax provision in the quarter in which they occur.

The determination of our provision for income taxes requires significant judgment, the use of estimates, and the interpretation and application of complex tax laws. Significant judgment is required in assessing the timing and amounts of deductible and taxable items and the probability of sustaining uncertain tax positions. The benefit of uncertain tax positions are recorded in our financial statements only after determining a more-likely-than-not probability that the uncertain tax positions will withstand challenge, if any, from taxing authorities. When facts and circumstances change, we reassess these probabilities and record any changes in the financial statements as appropriate. Financial Accounting Standards Board Interpretation ("FASB") No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"), effective for the Company for fiscal year 2008, sets out the framework by which such judgments are to be made.

Accrued Liabilities

Accrued liabilities consist of the following:

<i>(Amounts in millions)</i>	2008	2007
January 31,		
Accrued wages and benefits	\$ 5,247	\$ 5,347
Self-insurance	2,907	2,954
Other	7,645	6,374
Total accrued liabilities	<u>\$15,799</u>	<u>\$14,675</u>

Net Income Per Common Share

Basic net income per common share is based on the weighted-average number of outstanding common shares. Diluted net income per common share is based on the weighted-average number of outstanding shares adjusted for the dilutive effect of stock options and other share-based awards. The dilutive effect of stock options and other share-based awards was 6 million, 4 million and 5 million shares in fiscal 2008, 2007 and 2006, respectively. The Company had approximately 62 million, 62 million and 57 million option shares outstanding at January 31, 2008, 2007 and 2006, respectively, which were not included in the diluted net income per share calculation because their effect would be antidilutive.

Estimates and Assumptions

The preparation of our Consolidated Financial Statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities. They also affect the disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

Reclassifications

Certain reclassifications have been made to prior periods to conform to current presentations.

2 Commercial Paper and Long-term Debt

Information on short-term borrowings and interest rates is as follows (dollars in millions):

(Amounts in millions)

Fiscal Year	2008	2007	2006
Maximum amount outstanding at any month-end	\$9,176	\$7,968	\$9,054
Average daily short-term borrowings	5,657	4,741	5,719
Weighted-average interest rate	4.9%	4.7%	3.4%

Short-term borrowings consisted of \$5.0 billion and \$2.6 billion of commercial paper at January 31, 2008 and 2007, respectively. At January 31, 2008, the Company had committed lines of credit of \$8.5 billion with 30 firms and banks, which were used to support commercial paper. The committed lines of credit mature at varying times starting between June 2008 and June 2012, carry interest rates of LIBOR plus 11 to 15 basis points and at prime plus zero to 50 basis points, and incur commitment fees of 1.5 to 7.5 basis points on undrawn amounts.

Long-term debt at January 31 for each fiscal year presented consists of:

(Amounts in millions)

Interest Rate	Due by Fiscal Year	2008	2007
0.310 – 11.750%, LIBOR less 0.10%	Notes due 2009	\$ 4,688	\$ 4,372
1.200 – 6.875%	Notes due 2010	4,584	4,614
5.250%	Notes due 2036	4,487	4,465
0.1838 – 10.880%	Notes due 2011 ⁽¹⁾	3,511	3,292
6.500%	Notes due 2038	3,000	—
0.750 – 7.250%	Notes due 2014	2,982	2,970
1.200 – 4.125%	Notes due 2012	2,481	2,426
5.750 – 7.550%	Notes due 2031	1,994	1,983
4.875%	Notes due 2039	1,987	1,966
2.950 – 5.800%	Notes due 2019 ⁽¹⁾	1,764	515
3.750 – 5.375%	Notes due 2018	1,027	28
3.150 – 6.630%	Notes due 2016	765	769
5.875%	Notes due 2028	750	—
1.600 – 5.000%	Notes due 2013	516	18
6.750%	Notes due 2024	250	250
2.300 – 2.875%	Notes due 2015	42	45
2.000 – 2.500%	Notes due 2017	24	37
2.875 – 13.750%, LIBOR less 0.1025%	Notes due 2008	—	3,141
5.502%	Notes due 2027	—	1,000
Other ⁽²⁾		860	759
Total		\$35,712	\$32,650

⁽¹⁾ Notes due in 2011 and 2019 both include \$500 million put options.

⁽²⁾ Includes adjustments to debt hedged by derivatives.

The Company has \$1.0 billion in debt with embedded put options. The holders of one \$500 million debt issuance may require the Company to repurchase the debt at par plus accrued interest at any time. One issue of money market puttable reset securities in the amount of \$500 million is structured to be remarketed in connection with the annual reset of the interest rate. If, for any reason, the remarketing of the notes does not occur at the time of any interest rate reset, the holders of the notes must sell, and the Company must repurchase, the notes at par. All of these issuances have been classified as long-term debt due within one year in the Consolidated Balance Sheets.

Under certain lines of credit totaling \$8.5 billion, which were undrawn as of January 31, 2008, the Company has agreed to observe certain covenants, the most restrictive of which relates to maximum amounts of secured debt and long-term leases. In addition, one of our subsidiaries has restrictive financial covenants on \$2.0 billion of long-term debt that requires it to maintain certain equity, sales, and profit levels.

Long-term debt is unsecured except for \$1.1 billion, which is collateralized by property with an aggregate carrying amount of approximately \$1.3 billion. Annual maturities of long-term debt during the next five years and thereafter are:

<i>(Amounts in millions)</i>	Annual
Fiscal Year	Maturity
2009	\$ 5,913
2010	4,786
2011	3,002
2012	2,580
2013	592
Thereafter	18,839
Total	<u>\$35,712</u>

The Company has entered into sale/leaseback transactions involving buildings while retaining title to the underlying land. These transactions were accounted for as financings and are included in long-term debt and the annual maturities schedule above. The resulting obligations mature as follows during the next five years and thereafter:

<i>(Amounts in millions)</i>	Annual
Fiscal Year	Maturity
2009	\$ 10
2010	10
2011	10
2012	10
2013	10
Thereafter	290
Total	<u>\$ 340</u>

The Company had trade letters of credit outstanding totaling \$2.7 billion and \$3.0 billion at January 31, 2008 and 2007, respectively. At January 31, 2008 and 2007, the Company had standby letters of credit outstanding totaling \$2.2 billion. These letters of credit were issued primarily for the purchase of inventory and self-insurance purposes.

3 Financial Instruments

The Company uses derivative financial instruments for hedging and non-trading purposes to manage its exposure to changes in interest and foreign exchange rates. Use of derivative financial instruments in hedging programs subjects the Company to certain risks, such as market and credit risks. Market risk represents the possibility that the value of the derivative instrument will change. In a hedging relationship, the change in the value of the derivative is offset to a great extent by the change in the value of the underlying hedged item. Credit risk related to derivatives represents the possibility that the counterparty will not fulfill the terms of the contract. The notional, or contractual, amount of the Company's derivative financial instruments is used to measure interest to be paid or received and does not represent the Company's exposure due to credit risk. Credit risk is monitored through established approval procedures, including setting concentration limits by counterparty, reviewing credit ratings and requiring collateral (generally cash) when appropriate. The majority of the Company's transactions are with counterparties rated "AA-" or better by nationally recognized credit rating agencies.

Fair Value Instruments

The Company enters into interest rate swaps to minimize the risks and costs associated with its financing activities. Under the swap agreements, the Company pays variable-rate interest and receives fixed-rate interest payments periodically over the life of the instruments. The notional amounts are used to measure interest to be paid or received and do not represent the exposure due to credit loss. All of the Company's interest rate swaps that receive fixed interest rate payments and pay variable interest rate payments are designated as fair value hedges. As the specific terms and notional amounts of the derivative instruments match those of the instruments being hedged, the derivative instruments were assumed to be perfectly effective hedges and all changes in fair value of the hedges were recorded on the balance sheet with no net impact on the income statement.

Net Investment Instruments

At January 31, 2008 and 2007, the Company is party to cross-currency interest rate swaps that hedge its net investment in the United Kingdom. The agreements are contracts to exchange fixed-rate payments in one currency for fixed-rate payments in another currency.

The Company has outstanding approximately £3.0 billion of debt that is designated as a hedge of the Company's net investment in the United Kingdom as of January 31, 2008 and 2007. The Company also has outstanding approximately ¥142.1 billion of debt that is designated as a hedge of the Company's net investment in Japan at January 31, 2008 and 2007. All changes in the fair value of these instruments are recorded in accumulated other comprehensive income, offsetting the foreign currency translation adjustment that is also recorded in accumulated other comprehensive income.

Cash Flow Instruments

The Company was party to a cross-currency interest rate swap to hedge the foreign currency risk of certain foreign-denominated debt. The swap was designated as a cash flow hedge of foreign currency exchange risk. The agreement was a contract to exchange fixed-rate payments in one currency for fixed-rate payments in another currency. Changes in the foreign currency spot exchange rate resulted in reclassification of amounts from accumulated other comprehensive income to earnings to offset transaction gains or losses on foreign-denominated debt. The instruments matured in fiscal 2007.

Fair Value of Financial Instruments

(Amounts in millions)

Derivative financial instruments designated for hedging:
Fiscal Year Ended January 31,

	Notional Amount		Fair Value	
	2008	2007	2008	2007
Received fixed-rate, pay floating rate interest rate swaps designated as fair value hedges	\$ 5,195	\$ 5,195	\$ 265	\$ (1)
Received fixed-rate, pay fixed-rate cross-currency interest rate swaps designated as net investment hedges (Cross-currency notional amount: GBP 795 at 1/31/2008 and 1/31/2007)	1,250	1,250	(75)	(181)
Total	<u>\$ 6,445</u>	<u>\$ 6,445</u>	<u>\$ 190</u>	<u>\$ (182)</u>
Non-derivative financial instruments:				
Long-term debt	<u>\$35,712</u>	<u>\$32,650</u>	<u>\$35,940</u>	<u>\$32,521</u>

Hedging instruments with an unrealized gain are recorded on the Consolidated Balance Sheets in other current assets or other assets and deferred charges, based on maturity date. Those instruments with an unrealized loss are recorded in accrued liabilities or deferred income taxes and other, based on maturity date.

Cash and cash equivalents: The carrying amount approximates fair value due to the short maturity of these instruments.

Long-term debt: Fair value is based on the Company's current incremental borrowing rate for similar types of borrowing arrangements or, where applicable, quoted market prices.

Fair value instruments and net investment instruments: The fair values are estimated amounts the Company would receive or pay to terminate the agreements as of the reporting dates.

4 Accumulated Other Comprehensive Income

Comprehensive income is net income plus certain other items that are recorded directly to shareholders' equity. Amounts included in accumulated other comprehensive income for the Company's derivative instruments and minimum pension liabilities are recorded net of the related income tax effects. The following table gives further detail regarding changes in the composition of accumulated other comprehensive income during fiscal 2008, 2007 and 2006

<i>(Amount in millions)</i>	Foreign Currency Translation	Derivative Instruments	Minimum Pension Liability	Total
Balance at January 31, 2005	\$ 2,982	\$ (5)	\$ (283)	\$ 2,694
Foreign currency translation adjustment	(1,691)			(1,691)
Change in fair value of hedge instruments		(31)		(31)
Reclassification to earnings		30		30
Subsidiary minimum pension liability			51	51
Balance at January 31, 2006	\$ 1,291	\$ (6)	\$ (232)	\$ 1,053
Foreign currency translation adjustment	1,584			1,584
Change in fair value of hedge instruments		123		123
Reclassification to earnings		(117)		(117)
Subsidiary minimum pension liability			(15)	(15)
Adjustment for initial application of SFAS 158, net of tax			(120)	(120)
Balance at January 31, 2007	\$ 2,875	\$ —	\$ (367)	\$ 2,508
Foreign currency translation adjustment	1,218			1,218
Subsidiary minimum pension liability			138	138
Balance at January 31, 2008	<u>\$ 4,093</u>	<u>\$ —</u>	<u>\$ (229)</u>	<u>\$ 3,864</u>

The foreign currency translation amount includes a translation loss of \$9 million at January 31, 2008, and translations gains of \$143 million and \$521 million at January 31, 2007 and 2006, respectively, related to net investment hedges of our operations in the United Kingdom and Japan.

In conjunction with the disposition of our operations in South Korea and Germany, the Company reclassified \$603 million from foreign currency translation amounts included in accumulated other comprehensive income into discontinued operations within our Consolidated Statements of Income for fiscal year 2007.

5 Income Taxes

The income tax provision consists of the following (in millions):

Fiscal Year Ended January 31,	2008	2007	2006
Current:			
Federal	\$5,145	\$4,871	\$4,646
State and local	524	522	449
International	1,247	883	837
Total current tax provision	6,916	6,276	5,932
Deferred:			
Federal	12	(15)	(62)
State and local	6	4	56
International	(26)	100	(123)
Total deferred tax provision	(8)	89	(129)
Total provision for income taxes	\$6,908	\$6,365	\$5,803

Income from continuing operations before income taxes and minority interest by jurisdiction is as follows (in millions):

Fiscal Year Ended January 31,	2008	2007	2006
United States	\$15,820	\$15,158	\$14,447
Outside the United States	4,378	3,810	3,088
Total income from continuing operations before income taxes and minority interest	\$20,198	\$18,968	\$17,535

Items that give rise to significant portions of the deferred tax accounts are as follows (in millions):

January 31,	2008	2007
Deferred tax liabilities:		
Property and equipment	\$ 2,740	\$ 3,153
Inventory	705	600
Other	41	282
Total deferred tax liabilities	\$ 3,486	\$ 4,035
Deferred tax assets:		
Net operating loss carryforwards	\$ 1,073	\$ 865
Amounts accrued for financial reporting purposes not yet deductible for tax purposes	2,400	2,233
Share-based compensation	324	300
Other	516	846
Total deferred tax assets	4,313	4,244
Valuation allowance	(1,589)	(1,307)
Total deferred tax assets, net of valuation allowance	\$ 2,724	\$ 2,937
Net deferred tax liabilities	\$ 762	\$ 1,098

The change in the Company's net deferred tax liability is impacted by foreign currency translation.

A reconciliation of the significant differences between the effective income tax rate and the federal statutory rate on pretax income is as follows:

Fiscal Year Ended January 31,	2008	2007	2006
Statutory tax rate	35.00%	35.00%	35.00%
State income taxes, net of federal income tax benefit	1.72%	1.80%	1.85%
Income taxes outside the United States	-1.54%	-1.84%	-2.09%
Other	-0.98%	-1.40%	-1.67%
Effective income tax rate	<u>34.20%</u>	<u>33.56%</u>	<u>33.09%</u>

United States income taxes have not been provided on accumulated but undistributed earnings of its non-U.S. subsidiaries of \$10.7 billion and \$8.7 billion as of January 31, 2008 and 2007, respectively as the Company intends to permanently reinvest these undistributed earnings. However, if any portion were to be distributed, the related U.S. tax liability may be reduced by foreign income taxes paid on those earnings. Determination of the unrecognized deferred tax liability related to these undistributed earnings is not practicable because of the complexities with its hypothetical calculation.

The Company had foreign net operating loss carryforwards of \$2.9 billion at January 31, 2008 and \$2.3 billion at January 31, 2007. Of these amounts, \$1.9 billion relate to pre-acquisition losses for which a valuation allowance has been recorded. Any tax benefit ultimately realized upon the release of this portion of the valuation allowance will be accounted for as an adjustment to goodwill. Net operating loss carryforwards of \$1.7 billion will expire in various years through 2015. In addition, the Company had other deferred tax assets of \$0.5 billion at January 31, 2008 and 2007, for which any benefit would be accounted for as an adjustment to goodwill. See Note 13, "Recent Accounting Pronouncements," for the impact of Statement of Financial Accounting Standards No. 141(R), "Business Combinations" with regard to accounting for tax benefits acquired in a business combination.

During fiscal 2007, the Company recorded a pretax loss of \$918 million on the disposition of its German operations. In addition, the Company recognized a tax benefit of \$126 million related to this transaction. The Company recorded an additional loss on this disposition of \$153 million during fiscal year 2008. See Note 6, "Acquisitions and Disposals," for additional information about this transaction. The Company plans to deduct the tax loss realized on the disposition of its German operations as an ordinary worthless stock deduction. Final resolution of the amount and character of the deduction may result in the recognition of additional tax benefits of up to \$1.7 billion which may be included in discontinued operations in future periods. The Internal Revenue Service often challenges the characterization of such deductions. If the loss is characterized as a capital loss, any such capital loss could only be realized by being offset against future capital gains and would expire in 2012. Any deferred tax asset, net of its related valuation allowance, resulting from the characterization of the loss as capital may be included with the Company's non-current assets of discontinued operations.

The Company adopted the provisions of FIN 48 effective February 1, 2007. FIN 48 clarifies the accounting for income taxes by prescribing a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 also provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. As a result of the implementation of FIN 48, the Company recognized a \$236 million increase in the liability for unrecognized tax benefits relating to continuing operations and a \$28 million increase in the related liability for interest and penalties for a total of \$264 million. Of this amount, \$160 million was accounted for as a reduction to the February 1, 2007, balance of retained earnings, \$70 million as an increase to non-current deferred tax assets, and \$34 million as an increase to current deferred tax assets.

The Company classifies interest on uncertain tax benefits as interest expense and income tax penalties as operating, selling, general and administrative expenses. At February 1, 2007, before any tax benefits, the Company had \$177 million of accrued interest and penalties on unrecognized tax benefits.

In the normal course of business, the Company provides for uncertain tax positions and the related interest and adjusts its unrecognized tax benefits and accrued interest accordingly. For the full year fiscal 2008, unrecognized tax benefits related to continuing operations and accrued interest increased by \$89 million and \$65 million, respectively. During the next twelve months, it is reasonably possible that tax audit resolutions could reduce unrecognized tax benefits by \$50 million to \$200 million, either because the tax positions are sustained on audit or because the Company agrees to their disallowance. Such unrecognized taxed benefits relate primarily to timing recognition issues and the resolution of the gain determination on a discontinued operation in fiscal year 2004.

A reconciliation of the beginning and ending balance of unrecognized tax benefits related to continuing operations is as follows (dollars in millions):

	<u>2008</u>
Balance at February 1, 2007	<u>\$779</u>
Increases related to prior year tax positions	125
Decreases related to prior year tax positions	(82)
Increases related to current year tax positions	106
Settlements during the period	(50)
Lapse of statute of limitations	(10)
Balance at January 31, 2008	<u>\$868</u>

The amount, if recognized, which is included in the balance at January 31, 2008, that would affect the Company's effective tax rate is \$597 million. The difference represents the amount of unrecognized tax benefits for which the ultimate tax consequence is certain, but for which there is uncertainty about the timing of the tax consequence recognition. Because of the impact of deferred tax accounting the timing would not impact the annual effective tax rate but could accelerate the payment of cash to the taxing authority to an earlier period.

Additionally, as of February 1, 2007, the Company had unrecognized tax benefits of \$1.7 billion which if recognized would be recorded as discontinued operations. Of this, \$1.67 billion is related to a worthless stock deduction to be claimed for the Company's disposition of its German operations in the second quarter of fiscal 2007, as mentioned above. This increased by \$57 million in the second quarter of fiscal 2008 as a result of the final resolution of outstanding purchase price adjustment claims and certain indemnities in conjunction with the disposition of the Company's German operations. The Company cannot predict with reasonable certainty if this matter will be resolved within the next twelve months.

The Company is subject to income tax examinations for its U.S. federal income taxes generally for the fiscal years 2007 and 2008, with fiscal years 2004 through 2006 remaining open for a limited number of issues, for non-U.S. income taxes for the tax years 2002 through 2008, and for state and local income taxes for the fiscal years generally 2004 through 2007 and from 1997 for a limited number of issues.

Additionally, the Company is subject to tax examinations for payroll, value added, sales-based and other taxes. A number of these examinations are ongoing and, in certain cases, have resulted in assessments from the taxing authorities. Where appropriate, the Company has made accruals for these matters which are reflected in the Company's consolidated financial statements. While these matters are individually immaterial, a group of related matters, if decided adversely to the Company, may result in liability material to the Company's financial condition or results of operations.

6 Acquisitions, Investments and Disposals

Acquisitions and Investments

In February 2007, the Company announced the purchase of a 35% interest in BCL. BCL operates 101 hypermarkets in 34 cities in China under the Trust-Mart banner. The purchase price for the 35% interest was \$264 million. As additional consideration, the Company paid \$376 million to extinguish a loan issued to the selling BCL shareholders that is secured by the pledge of the remaining equity of BCL. Concurrent with its initial investment in BCL, the Company entered into a stockholders agreement which provides the Company with voting rights associated with a portion of the common stock of BCL securing the loan, amounting to an additional 30% of the aggregate outstanding shares. Pursuant to the purchase agreement, the Company is committed to purchase the remaining interest in BCL on or before February 2010 subject to certain conditions. The final purchase price for the remaining interest will be approximately \$320 million, net of loan repayments and subject to reduction under certain circumstances.

After closing the acquisition, the Company began consolidating BCL using a December 31 fiscal year-end. The Company's Consolidated Statements of Income for fiscal year 2008 include the results of BCL for the period commencing upon the acquisition of the Company's interest in BCL and ending December 31, 2007. BCL's results of operations were not material to the Company. Assets recorded in the acquisition were approximately \$1.6 billion, including approximately \$1.1 billion in goodwill, and liabilities assumed were approximately \$1.0 billion. The consolidated financial statements of BCL, as well as the allocation of the purchase price, are preliminary.

In August 2007, the Company announced an agreement between Wal-Mart and Bharti Enterprises, an Indian company, to establish a joint venture called Bharti Wal-Mart Private Limited to conduct wholesale cash-and-carry and back-end supply chain management operations in India, in compliance with Government of India guidelines. The first wholesale facility is targeted to open in late fiscal 2009. The joint venture was formed to establish wholesale warehouse facilities to serve retailers and business owners by selling them merchandise at wholesale prices, including Bharti Retail, a wholly-owned subsidiary of Bharti Enterprises, that is developing a chain of retail stores in India. In addition, Bharti Retail has entered into a franchise agreement with an Indian subsidiary of Wal-Mart under which it will provide technical support to its retail business.

In October 2007, the Company announced the launch of a tender offer to acquire the remaining outstanding common and preferred shares of our Japanese subsidiary, Seiyu. Prior to the offer, the Company owned 50.9% of Seiyu. The tender offer commenced on October 23, expired on December 4, and closed on December 11, 2007. At closing, the Company acquired the majority of the common shares and all minority preferred shares for approximately \$865 million, and expects to finalize the purchase of any remaining minority common shareholders by April 2008. The Company now owns approximately 95% of the common shares and all of the preferred shares of Seiyu. This acquisition of the remaining Seiyu shares not owned by the Company resulted in the recording of \$547 million of goodwill and the elimination of \$318 million minority interest related to the preferred shareholders. The allocation of the purchase price is preliminary and will be finalized in fiscal 2009.

Disposals

During fiscal 2007, the Company disposed of its operations in South Korea and Germany, which had been included in our International segment. Consequently, the net losses and cash flows related to these operations are presented as discontinued operations in our Consolidated Statements of Income and our Consolidated Statements of Cash Flows for the appropriate periods presented.

The Company recorded a pretax gain on the sale of its retail business in South Korea of \$103 million, and tax expense of \$63 million during fiscal 2007. In determining the gain on the disposition of our South Korean operations, the Company allocated \$206 million of goodwill from the International reporting unit.

The Company recorded a loss of \$918 million on the disposal of its German operations during fiscal 2007. In addition, the Company recognized a tax benefit of \$126 million related to this transaction in fiscal 2007. The Company recorded a charge of \$153 million in fiscal 2008 to discontinued operations related to the settlement of a post-closing adjustment and certain other indemnification obligations.

In addition to the gain and loss on the dispositions noted above, discontinued operations as presented in the Company's Consolidated Statements of Income also include net sales and net operating losses from our South Korean and German operations as follows (in millions):

<i>(Amounts in millions)</i>		2007	2006
Fiscal Year Ended January 31,			
Net sales		\$2,489	\$3,482
Net losses		(142)	(177)

7 Share-Based Compensation Plans

As of January 31, 2008, the Company has awarded share-based compensation to executives and other associates of the Company through various share-based compensation plans. The compensation cost recognized for all plans was \$276 million, \$271 million and \$244 million for fiscal 2008, 2007 and 2006, respectively. The total income tax benefit recognized for all share-based compensation plans was \$102 million, \$101 million and \$82 million for fiscal 2008, 2007 and 2006, respectively.

The Company's Stock Incentive Plan of 2005 (the "Plan"), which is shareholder-approved, was established to grant stock options, restricted (non-vested) stock and performance share compensation awards to its associates, and 210 million shares of common stock to be issued under the Plan have been registered under the Securities Act of 1933 (the "Securities Act").

Under the Plan and prior plans, substantially all stock option awards have been granted with an exercise price equal to the market price of the Company's stock at the date of grant. Generally, outstanding options granted before fiscal 2001 vest over seven years. Options granted after fiscal 2001 generally vest over five years. Shares issued upon the exercise of options are newly issued. Options granted generally have a contractual term of 10 years.

The Company's United Kingdom subsidiary, Asda, also offers two other stock option plans to its associates. The first plan, The Asda Colleague Share Ownership Plan 1999 ("CSOP"), grants options to certain associates. Options granted under the CSOP generally expire six years from the date of grant, with half vesting on the third anniversary of the grant and the other half on the sixth anniversary of the date of grant. Shares in the money at the vesting date are exercised while shares out of the money at the vesting date expire. The second plan, The Asda Sharesave Plan 2000 ("Sharesave"), grants options to certain associates at 80% of market value on the date of grant. Sharesave options become exercisable after either a three-year or five-year period and generally expire six months after becoming exercisable. The shares were registered under the Securities Act for issuance under CSOP and Sharesave Plans to grant stock options to its colleagues for up to a combined 34 million shares of common stock.

The fair value of each stock option award is estimated on the date of grant using the Black-Scholes-Merton option valuation model that uses various assumptions for inputs, which are noted in the following table. Generally, the Company uses expected volatilities and risk-free interest rates that correlate with the expected term of the option when estimating an option's fair value. To determine the expected life of the option, the Company bases its estimates on historical exercise and expiration activity of grants with similar vesting periods. Expected volatility is based on historical volatility of our stock and the expected risk-free interest rate is based on the U.S. Treasury yield curve at the time of the grant. The expected dividend yield is based on the annual dividend rate at the time of grant. The following table represents a weighted-average of the assumptions used by the Company to estimate the fair values of the Company's stock options at the grant dates:

Fiscal Year Ended January 31,	2008	2007	2006
Dividend yield	2.1%	2.3%	1.6%
Volatility	18.6%	19.4%	20.8%
Risk-free interest rate	4.5%	4.8%	4.0%
Expected life in years	5.6	5.3	4.1

A summary of the stock option award activity for fiscal 2008 is presented below:

Options	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Life in Years	Aggregate Intrinsic Value
Outstanding at January 31, 2007	71,376,000	\$ 48.65		
Granted	8,933,000	42.85		
Exercised	(3,134,000)	29.35		
Forfeited or expired	(8,315,000)	45.31		
Outstanding at January 31, 2008	<u>68,860,000</u>	<u>\$ 49.01</u>	<u>5.2</u>	<u>\$198,674,000</u>
Exercisable at January 31, 2008	<u>38,902,000</u>	<u>\$ 50.55</u>	<u>4.7</u>	<u>\$ 72,429,000</u>

As of January 31, 2008, there was \$292 million of total unrecognized compensation cost related to stock options granted under the Plan, which is expected to be recognized over a weighted-average period of 2.4 years. The total fair value of options vested during the fiscal years ended January 31, 2008, 2007 and 2006, was \$102 million, \$160 million and \$197 million, respectively.

The weighted-average grant-date fair value of options granted during the fiscal years ended January 31, 2008, 2007 and 2006, was \$11.00, \$9.20 and \$11.82, respectively. The total intrinsic value of options exercised during the years ended January 31, 2008, 2007 and 2006, was \$60 million, \$103 million and \$125 million, respectively.

In fiscal 2007, the Company began issuing restricted stock rights to most associates in lieu of stock option awards. Restricted stock rights are associate rights to Company stock after a specified service period. The rights typically vest over five years with 40% vesting three years from grant date and the remaining 60% vesting five years from grant date. The fair value of each restricted stock right is determined on the date of grant using the stock price less the expected dividend yield through the vesting period. Expected dividend yield is based on the annual dividend rate at the time of grant. The weighted average dividend yield for restricted stock rights granted in fiscal 2008 and 2007 was 8.4% and 6.9%, respectively.

A summary of the Company's restricted stock rights activity for fiscal 2008 presented below represents the maximum number of shares that could be earned or vested under the Plan:

Restricted Stock Rights	Shares	Weighted-Average Grant-Date Fair Value
Restricted Stock Rights at January 31, 2007	3,508,000	\$ 42.57
Granted	3,604,000	43.42
Vested	(4,000)	42.66
Forfeited	(467,000)	43.05
Restricted Stock Rights at January 31, 2008	<u>6,641,000</u>	<u>\$ 43.00</u>

As of January 31, 2008, there was \$175 million of total unrecognized compensation cost related to restricted stock rights granted under the Plan, which is expected to be recognized over a weighted-average period of 3.4 years. The total fair value of shares vested during the fiscal year ended January 31, 2008, was insignificant.

Under the Plan, the Company grants various types of awards of restricted (non-vested) stock to certain associates. These grants include awards for shares that vest based on the passage of time, performance criteria, or both. Vesting periods vary. The restricted stock awards may be settled in stock, or deferred as stock or cash, based upon the associate's election. Consequently, these awards are classified as liabilities in the accompanying Consolidated Balance Sheets unless the associate has elected for the award to be settled or deferred in stock.

During fiscal 2006, the Company began issuing performance share awards under the Plan that vest based on the passage of time and achievement of performance criteria. Based on the extent to which the performance criteria are achieved, vested shares may range from 0% to 150% of the original award amount. Because the performance shares may be settled in stock or cash, the performance shares are accounted for as liabilities in the accompanying Consolidated Balance Sheets unless the associate has elected for the award to be settled or deferred in stock.

The fair value of the restricted stock and performance shares liabilities are remeasured each reporting period. The total liability for restricted stock and performance share awards at January 31, 2008 and January 31, 2007, was \$125 million and \$153 million, respectively.

A summary of the Company's non-vested restricted stock and performance share award activity for fiscal 2008 presented below represents the maximum number of shares that could be earned or vested under the Plan:

Non-Vested Restricted Stock and Performance Share Awards	Shares	Weighted-Average Grant-Date Fair Value
Restricted Stock and Performance Share Awards at January 31, 2007	10,095,000	\$ 47.38
Granted	3,114,000	47.29
Vested	(688,000)	50.52
Forfeited	(1,734,000)	48.34
Restricted Stock and Performance Share Awards at January 31, 2008	<u>10,787,000</u>	<u>\$ 47.00</u>

As of January 31, 2008, there was \$198 million of total unrecognized compensation cost related to restricted stock and performance share awards granted under the Plan, which is expected to be recognized over a weighted-average period of 3.5 years. The total fair value of shares vested during the fiscal years ended January 31, 2008, 2007 and 2006, was \$24 million, \$38 million and \$20 million, respectively.

8 Legal Proceedings

The Company is involved in a number of legal proceedings. In accordance with Statement of Financial Accounting Standards No. 5, "Accounting for Contingencies," the Company has made accruals with respect to these matters, where appropriate, which are reflected in the Company's consolidated financial statements. The Company may enter into discussions regarding settlement of these matters, and may enter into settlement agreements, if it believes settlement is in the best interests of the Company's shareholders. The matters, or groups of related matters, discussed below, if adversely decided or settled by the Company, individually or in the aggregate, may result in liability material to the Company's financial condition or results of operations.

Wage and Hour “Off the Clock” Class Actions: The Company is a defendant in numerous cases containing class-action allegations in which the plaintiffs are current and former hourly associates who allege that the Company forced them to work “off the clock” or failed to provide work breaks, or otherwise that they were not paid correctly for work performed. The complaints generally seek unspecified monetary damages, injunctive relief, or both. Class or collective-action certification has yet to be addressed by the court in a majority of these cases. Where it has been addressed, certification has been denied in nine of these cases; has been granted in whole or in part in eleven of these cases; and has been conditionally granted for notice purposes in three of these cases. In another nine such cases, certification was denied and the case was then dismissed, and in two additional such cases, certification was granted and the case was then dismissed. The Company cannot reasonably estimate the possible loss or range of loss that may arise from these lawsuits, except as noted below.

One of the class-action lawsuits described above is *Savaglio v. Wal-Mart Stores, Inc.*, a class-action lawsuit in which the plaintiffs allege that they were not provided meal and rest breaks in accordance with California law, and seek monetary damages and injunctive relief. A trial on the plaintiffs’ claims for monetary damages concluded on December 22, 2005. The jury returned a verdict of approximately \$57 million in statutory penalties and \$115 million in punitive damages. In June 2006, the judge entered an order allowing some, but not all, of the injunctive relief sought by the plaintiffs. On December 27, 2006, the judge entered an order awarding the plaintiffs an additional amount of approximately \$26 million in costs and attorneys’ fees. The Company believes it has substantial factual and legal defenses to the claims at issue, and on January 31, 2007, the Company filed its Notice of Appeal.

In another of the class-action lawsuits described above, *Braun/Hummel v. Wal-Mart Stores, Inc.*, a trial was commenced in September 2006, in Philadelphia, Pennsylvania. The plaintiffs allege that the Company failed to pay class members for all hours worked and prevented class members from taking their full meal and rest breaks. On October 13, 2006, the jury awarded back-pay damages to the plaintiffs of approximately \$78 million on their claims for off-the-clock work and missed rest breaks. The jury found in favor of the Company on the plaintiffs’ meal-period claims. On November 14, 2007, the trial judge entered a final judgment in the approximate amount of \$188 million, which included the jury’s back-pay award plus statutory penalties, prejudgment interest and attorneys’ fees. The Company believes it has substantial factual and legal defenses to the claims at issue, and on December 7, 2007, the Company filed its Notice of Appeal.

In another of the class-action lawsuits described above, *Braun v. Wal-Mart Stores, Inc.*, a trial commenced on September 24, 2007, in the First Judicial District Court for Dakota County, Minnesota, on the plaintiffs’ claims for backpay damages. The plaintiffs allege that class members worked off the clock and were not provided meal and rest breaks in accordance with Minnesota law, and seek monetary damages in an unspecified amount, together with attorneys’ fees, interest, statutory penalties, and punitive damages, if any. Testimony concluded on December 11, 2007, on the plaintiffs’ backpay claims, and the judge took the matter under advisement. No ruling has been received. The judge has not determined whether the plaintiffs will be allowed to proceed to trial on their claims for punitive damages, but a separate trial has been scheduled for October 20, 2008, in the event those claims are allowed to proceed to trial. The Company believes that it has substantial factual and legal defenses to the claims at issue. The Company cannot reasonably estimate the possible loss or range of loss that may arise from this litigation.

Exempt Status Cases: The Company is currently a defendant in two putative class actions pending in federal court in California in which the plaintiffs seek certification of a class of salaried managers who challenge their exempt status under state and federal laws. In one of those cases (*Sepulveda v. Wal-Mart Stores, Inc.*), class certification has been denied and the ruling is now on appeal. In the other (*Salvador v. Wal-Mart Stores, Inc. and Sam’s West, Inc.*), certification has not yet been addressed by the trial court. The Company cannot reasonably estimate the possible loss or range of loss that may arise from these lawsuits.

Gender Discrimination Cases: The Company is a defendant in *Dukes v. Wal-Mart Stores, Inc.*, a class-action lawsuit commenced in June 2001 and pending in the United States District Court for the Northern District of California. The case was brought on behalf of all past and present female employees in all of the Company’s retail stores and warehouse clubs in the United States. The complaint alleges that the Company has engaged in a pattern and practice of discriminating against women in promotions, pay, training and job assignments. The complaint seeks, among other things, injunctive relief, front pay, back pay, punitive damages, and attorneys’ fees. On June 21, 2004, the district court issued an order granting in part and denying in part the plaintiffs’ motion for class certification. The class, which was certified by the district court for purposes of liability, injunctive and declaratory relief, punitive damages, and lost pay, subject to certain exceptions, includes all women employed at any Wal-Mart domestic retail store at any time since December 26, 1998, who have been or may be subjected to the pay and management track promotions policies and practices challenged by the plaintiffs. The class as certified currently includes approximately 1.6 million present and former female associates.

The Company believes that the district court's ruling is incorrect. On August 31, 2004, the United States Court of Appeals for the Ninth Circuit granted the Company's petition for discretionary review of the ruling. On February 6, 2007, a divided three-judge panel of the Court of Appeals issued a decision affirming the district court's certification order. On February 20, 2007, the Company filed a petition asking that the decision be reconsidered by a larger panel of the court. On December 11, 2007, the three-judge panel withdrew its opinion of February 6, 2007, and issued a revised opinion. As a result, Wal-Mart's Petition for Rehearing En Banc was denied as moot. Wal-Mart filed a new Petition for Rehearing En Banc on January 8, 2008. If the Company is not successful in its appeal of class certification, or an appellate court issues a ruling that allows for the certification of a class or classes with a different size or scope, and if there is a subsequent adverse verdict on the merits from which there is no successful appeal, or in the event of a negotiated settlement of the litigation, the resulting liability could be material to the Company. The plaintiffs also seek punitive damages which, if awarded, could result in the payment of additional amounts material to the Company. However, because of the uncertainty of the outcome of the appeal from the district court's certification decision, because of the uncertainty of the balance of the proceedings contemplated by the district court, and because the Company's liability, if any, arising from the litigation, including the size of any damages award if plaintiffs are successful in the litigation or any negotiated settlement, could vary widely, the Company cannot reasonably estimate the possible loss or range of loss that may arise from the litigation.

The Company is a defendant in a lawsuit that was filed on August 24, 2001, in the United States District Court for the Eastern District of Kentucky. *EEOC (Janice Smith) v. Wal-Mart Stores, Inc.* is an action brought by the EEOC on behalf of Janice Smith and all other females who made application or transfer requests at the London, Kentucky, distribution center from 1995 to the present, and who were not hired or transferred into the warehouse positions for which they applied. The class seeks back pay for those females not selected for hire or transfer during the relevant time period. The class also seeks injunctive and prospective affirmative relief. The complaint alleges that the Company based hiring decisions on gender in violation of Title VII of the 1964 Civil Rights Act as amended. The EEOC can maintain this action as a class without certification. The Company cannot reasonably estimate the possible loss or range of loss that may arise from this litigation.

California Hazardous Materials Investigations: On November 8, 2005, the Company received a grand jury subpoena from the United States Attorney's Office for the Central District of California, seeking documents and information relating to the Company's receipt, transportation, handling, identification, recycling, treatment, storage and disposal of certain merchandise that constitutes hazardous materials or hazardous waste. The Company has been informed by the U.S. Attorney's Office for the Central District of California that it is a target of a criminal investigation into potential violations of the Resource Conservation and Recovery Act ("RCRA"), the Clean Water Act, and the Hazardous Materials Transportation Statute. This U.S. Attorney's Office contends, among other things, that the use of Company trucks to transport certain returned merchandise from the Company's stores to its return centers is prohibited by RCRA because those materials may be considered hazardous waste. The government alleges that, to comply with RCRA, the Company must ship from the store certain materials as "hazardous waste" directly to a certified disposal facility using a certified hazardous waste carrier. The Company contends that the practice of transporting returned merchandise to its return centers for subsequent disposition, including disposal by certified facilities, is compliant with applicable laws and regulations. While management cannot predict the ultimate outcome of this matter, management does not believe the outcome will have a material effect on the Company's financial condition or results of operations.

Additionally, the U.S. Attorney's Office in the Northern District of California has initiated its own investigation regarding the Company's handling of hazardous materials and hazardous waste and the Company has received administrative document requests from the California Department of Toxic Substances Control requesting documents and information with respect to two of the Company's distribution facilities. Further, the Company also received a subpoena from the Los Angeles County District Attorney's Office for documents and administrative interrogatories requesting information, among other things, regarding the Company's handling of materials and hazardous waste. California state and local government authorities and the State of Nevada have also initiated investigations into these matters. The Company is cooperating fully with the respective authorities. While management cannot predict the ultimate outcome of this matter, management does not believe the outcome will have a material effect on the Company's financial condition or results of operations.

9 Commitments

The Company and certain of its subsidiaries have long-term leases for stores and equipment. Rentals (including amounts applicable to taxes, insurance, maintenance, other operating expenses and contingent rentals) under operating leases and other short-term rental arrangements were \$1.6 billion, \$1.4 billion and \$1.0 billion in 2008, 2007 and 2006, respectively. Aggregate minimum annual rentals at January 31, 2008, under non-cancelable leases are as follows:

<i>(Amounts in millions)</i>	Operating	Capital
Fiscal Year	Leases	Leases
2009	\$ 1,094	\$ 595
2010	1,051	576
2011	994	561
2012	866	528
2013	788	494
Thereafter	8,966	3,243
Total minimum rentals	<u>\$13,759</u>	<u>\$5,997</u>
Less estimated executory costs		27
Net minimum lease payments		5,970
Less imputed interest at rates ranging from 3.0% to 13.6%		2,051
Present value of minimum lease payments		<u>\$3,919</u>

Certain of the Company's leases provide for the payment of contingent rentals based on a percentage of sales. Such contingent rentals amounted to \$33 million, \$41 million and \$27 million in 2008, 2007 and 2006, respectively. Substantially all of the Company's store leases have renewal options, some of which may trigger an escalation in rentals.

In connection with certain debt financing, we could be liable for early termination payments if certain unlikely events were to occur. At January 31, 2008, the aggregate termination payment would have been \$129 million. The two arrangements pursuant to which these payments could be made expire in fiscal 2011 and fiscal 2019.

In connection with the development of our grocery distribution network in the United States, we have agreements with third parties which would require us to purchase or assume the leases on certain unique equipment in the event the agreements are terminated. These agreements, which can be terminated by either party at will, cover up to a five-year period and obligate the Company to pay up to approximately \$97 million upon termination of some or all of these agreements.

The Company has potential future lease commitments for land and buildings for 165 future locations. These lease commitments have lease terms ranging from 2 to 39 years and provide for certain minimum rentals. If executed, payments under operating leases would increase by \$67 million for fiscal 2009, based on current cost estimates.

10 Retirement-related Benefits

In the United States, the Company maintains a Profit Sharing and 401(k) Plan under which most full-time and many part-time associates become participants following one year of employment. The Profit Sharing component of the plan is entirely funded by the Company, and the Company makes an additional contribution to the associates' 401(k) component of the plan. In addition to the Company contributions, associates may elect to contribute a percentage of their earnings to the 401(k) component of the plan. During fiscal 2008, participants could contribute up to 50% of their pretax earnings, but not more than statutory limits.

Associates may choose from among 13 different investment options for the 401(k) component of the plan and 14 investment options for the Profit Sharing component of the plan. For associates who did not make an election, their 401(k) balance in the plan was placed in a balanced fund. Associates' 401(k) funds immediately vest, and associates may change their investment options at any time. Associates with three years of service have full diversification rights with the 14 investment options for the Profit Sharing component of the plan. Prior to January 31, 2008, associates were fully vested in the Profit Sharing component of the plan after seven years of service, with vesting starting at 20% at three years of service and increasing 20% each year until year seven. Effective January 31, 2008, associates are fully vested in the Profit Sharing component of the plan after six years of service, with vesting starting at 20% at two years of service and increasing 20% each year until year six.

Annual contributions made by the Company to the United States and Puerto Rico Profit Sharing and 401(k) Plans are made at the sole discretion of the Company. Expense associated with these plans was \$945 million, \$890 million and \$827 million in fiscal 2008, 2007 and 2006, respectively.

Employees in foreign countries who are not U.S. citizens are covered by various post-employment benefit arrangements. These plans are administered based upon the legislative and tax requirements in the countries in which they are established. Annual contributions to foreign retirement savings and profit sharing plans are made at the discretion of the Company, and were \$267 million, \$274 million and \$244 million in fiscal 2008, 2007 and 2006, respectively.

The Company's subsidiaries in the United Kingdom and Japan have defined benefit pension plans. The plan in the United Kingdom was overfunded by \$5 million at January 31, 2008 and underfunded by \$251 million at January 31, 2007. The plan in Japan was underfunded by \$202 million and \$208 million at January 31, 2008 and 2007, respectively. These underfunded amounts have been recorded in our Consolidated Balance Sheets upon the adoption of SFAS 158. Certain other foreign operations have defined benefit arrangements that are not significant.

11 Segments

The Company is engaged in the operations of retail stores located in all 50 states of the United States, Argentina, Brazil, Canada, Puerto Rico and the United Kingdom and through majority-owned subsidiaries in Central America, Japan, and Mexico. The Company operates retail stores in China through joint ventures and through its investment in BCL. The Company identifies segments in accordance with the criteria set forth in Statement of Financial Accounting Standards No. 131, "Disclosures about Segments of an Enterprise and Related Information" and is primarily based on the operations of the Company that our chief operating decision maker regularly reviews to analyze performance and allocate resources among business units of the Company.

The Wal-Mart Stores segment includes the Company's mass merchant concept in the United States under the Wal-Mart brand. The Sam's Club segment includes the warehouse membership clubs in the United States as well as samsclub.com. The International segment consists of the Company's operations outside of the United States. The amounts under the caption "Other" in the table below relating to operating income are unallocated corporate overhead items.

The Company measures the profit of its segments as "segment operating income," which is defined as income from continuing operations before net interest expense, income taxes and minority interest and excludes unallocated corporate overhead and results of discontinued operations. At the beginning of fiscal 2008, the Company revised the measurement of each segment's operating income. The measurement now includes within each operating segment certain direct income and expense items that had previously been accounted for as unallocated corporate overhead. All prior year measurements of segment operating income have been restated for comparative purposes. Information on segments and the reconciliation to income from continuing operations before income taxes, minority interest and discontinued operations appears in the following tables.

(Amounts in millions)

<u>Fiscal Year Ended January 31, 2008</u>	<u>Wal-Mart Stores</u>	<u>Sam's Club</u>	<u>International</u>	<u>Other</u>	<u>Consolidated</u>
Revenues from external customers	\$ 239,529	\$ 44,357	\$ 90,640	\$ —	\$ 374,526
Operating income (loss)	17,516	1,618	4,769	(1,907)	21,996
Interest expense, net					(1,798)
Income from continuing operations before income taxes and minority interest					\$ 20,198
Total assets of continuing operations	\$ 84,286	\$ 11,722	\$ 62,961	\$ 4,545	\$ 163,514
Depreciation and amortization	3,813	507	1,684	313	6,317
<u>Fiscal Year Ended January 31, 2007</u>	<u>Wal-Mart Stores</u>	<u>Sam's Club</u>	<u>International</u>	<u>Other</u>	<u>Consolidated</u>
Revenues from external customers	\$ 226,294	\$ 41,582	\$ 77,116	\$ —	\$ 344,992
Operating income (loss)	16,620	1,480	4,265	(1,868)	20,497
Interest expense, net					(1,529)
Income from continuing operations before income taxes and minority interest					\$ 18,968
Total assets of continuing operations	\$ 79,040	\$ 11,448	\$ 55,903	\$ 5,196	\$ 151,587
Depreciation and amortization	3,323	475	1,409	252	5,459
<u>Fiscal Year Ended January 31, 2006</u>	<u>Wal-Mart Stores</u>	<u>Sam's Club</u>	<u>International</u>	<u>Other</u>	<u>Consolidated</u>
Revenues from external customers	\$ 209,910	\$ 39,798	\$ 59,237	\$ —	\$ 308,945
Operating income (loss)	15,267	1,407	3,438	(1,399)	18,713
Interest expense, net					(1,178)
Income from continuing operations before income taxes and minority interest					\$ 17,535
Total assets of continuing operations	\$ 72,368	\$ 10,588	\$ 48,752	\$ 4,522	\$ 136,230
Depreciation and amortization	2,947	436	1,011	251	4,645

In the United States, long-lived assets, net, excluding goodwill and other assets and deferred charges were \$66.8 billion, \$62.3 billion and \$55.5 billion as of January 31, 2008, 2007 and 2006, respectively. In the United States, additions to long-lived assets were \$10.4 billion, \$12.2 billion and \$11.8 billion in fiscal 2008, 2007 and 2006, respectively.

Outside of the United States, long-lived assets, net, excluding goodwill and other assets and deferred charges were \$30.3 billion, \$26.1 billion and \$22.4 billion in fiscal 2008, 2007 and 2006, respectively. Outside of the United States, additions to long-lived assets were \$4.5 billion, \$3.5 billion and \$2.7 billion in fiscal 2008, 2007 and 2006, respectively. The International segment includes all real estate outside the United States. The operations of the Company's Asda subsidiary are significant in comparison to the total operations of the International segment. Asda sales during fiscal 2008, 2007 and 2006 were \$33.4 billion, \$28.9 billion and \$26.8 billion, respectively. Asda long-lived assets, consisting primarily of property and equipment, net, totaled \$14.3 billion, \$13.3 billion and \$11.0 billion at January 31, 2008, 2007 and 2006, respectively.

12 Quarterly Financial Data (Unaudited)

(Amounts in millions except per share data)	Quarters ended			
	April 30,	July 31,	October 31,	January 31,
Fiscal 2008				
Net sales	\$85,387	\$91,990	\$ 90,880	\$106,269
Cost of sales	<u>65,311</u>	<u>70,589</u>	<u>69,292</u>	<u>81,323</u>
Gross profit	\$20,076	\$21,401	\$ 21,588	\$ 24,946
Income from continuing operations	\$ 2,826	\$ 3,105	\$ 2,857	\$ 4,096
Loss from discontinued operations, net of tax	—	(153)	—	—
Net income	\$ 2,826	\$ 2,952	\$ 2,857	\$ 4,096
Basic net income per common share:				
Basic income per common share from continuing operations	\$ 0.69	\$ 0.76	\$ 0.71	\$ 1.03
Basic loss per common share from discontinued operations	—	(0.04)	—	—
Basic net income per common share	<u>\$ 0.69</u>	<u>\$ 0.72</u>	<u>\$ 0.71</u>	<u>\$ 1.03</u>
Diluted net income per common share:				
Diluted income per common share from continuing operations	\$ 0.68	\$ 0.76	\$ 0.70	\$ 1.02
Diluted loss per common share from discontinued operations	—	(0.04)	—	—
Diluted net income per common share	<u>\$ 0.68</u>	<u>\$ 0.72</u>	<u>\$ 0.70</u>	<u>\$ 1.02</u>
Fiscal 2007				
Net sales	\$78,834	\$84,524	\$ 83,543	\$ 98,090
Cost of sales	<u>60,237</u>	<u>64,585</u>	<u>63,765</u>	<u>75,565</u>
Gross profit	\$18,597	\$19,939	\$ 19,778	\$ 22,525
Income from continuing operations	\$ 2,660	\$ 2,984	\$ 2,594	\$ 3,940
Loss from discontinued operations, net of tax	(45)	(901)	53	—
Net income	\$ 2,615	\$ 2,083	\$ 2,647	\$ 3,940
Basic and diluted net income per common share:				
Basic and diluted income per common share from continuing operations	\$ 0.64	\$ 0.72	\$ 0.62	\$ 0.95
Basic and diluted (loss) income per common share from discontinued operations	(0.01)	(0.22)	0.01	—
Basic and diluted net income per common share	<u>\$ 0.63</u>	<u>\$ 0.50</u>	<u>\$ 0.63</u>	<u>\$ 0.95</u>

The sum of quarterly financial data may not agree to annual amounts due to rounding.

13 Recent Accounting Pronouncements

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, “Fair Value Measurements” (“SFAS 157”). This standard defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands required disclosures about fair value measurements. In November 2007, the FASB provided a one year deferral for the implementation of SFAS 157 for nonfinancial assets and liabilities. The Company will adopt SFAS 157 on February 1, 2008, as required. The adoption of SFAS 157 is not expected to have a material impact on the Company’s financial condition and results of operations. However, the Company believes it will likely be required to provide additional disclosures as part of future financial statements, beginning with the first quarter of fiscal 2009.

In September 2006, the FASB also issued Statement of Financial Accounting Standards No. 158, “Employers’ Accounting for Defined Benefit Pension and Other Postretirement Plans – an amendment of FASB Statements No. 87, 88, 106 and 132(R)” (“SFAS 158”). This standard requires recognition of the funded status of a benefit plan in the statement of financial position. The Standard also requires recognition in other comprehensive income of certain gains and losses that arise during the period but are deferred under pension accounting rules, as well as modifies the timing of reporting and adds certain disclosures. The Company adopted the funded status recognition and disclosure elements as of January 31, 2007, and will adopt measurement elements as of January 31, 2009, as required by SFAS 158. The adoption of SFAS 158 did not have a material impact on the Company’s financial condition, results of operations or liquidity.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115” (“SFAS 159”). SFAS 159 permits companies to measure many financial instruments and certain other items at fair value at specified election dates. SFAS 159 will be effective beginning February 1, 2008. The adoption of SFAS 159 is not expected to have a material impact on the Company’s financial condition and results of operations.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 141(R), “Business Combinations” (“SFAS 141(R)”). SFAS 141(R) replaces SFAS 141, “Business Combinations,” but retains the requirement that the purchase method of accounting for acquisitions be used for all business combinations. SFAS 141(R) better defines the acquirer and the acquisition date in a business combination, establishes principles for recognizing and measuring the assets acquired (including goodwill), the liabilities assumed and any noncontrolling interests in the acquired business and requires expanded disclosures than previously required by SFAS 141. SFAS 141(R) also requires that, from the date of adoption of SFAS 141(R), any change in valuation allowance or uncertain tax position related to an acquired business, irrespective of the acquisition date, shall be recorded as an adjustment to income tax expense and not as an adjustment to goodwill as had previously been required under SFAS 141. SFAS 141(R) will be effective for all business combinations with an acquisition date on or after February 1, 2009, and early adoption is not permitted. The Company is currently evaluating the impact SFAS No. 141(R) will have on the Company’s consolidated financial statements.

In December 2007, the FASB issued Statement of Financial Accounting Standards No. 160, “Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51” (“SFAS 160”). SFAS 160 requires that noncontrolling (or minority) interests in subsidiaries be reported in the equity section of the company’s balance sheet, rather than in the balance sheet between liabilities and equity. SFAS 160 also changes the manner in which the net income of the subsidiary is reported and disclosed in the controlling company’s income statement and establishes guidelines for accounting for changes in ownership percentages and for deconsolidation. SFAS 160 will be effective beginning February 1, 2009. The adoption of SFAS 160 is not expected to have a material impact on the Company’s financial condition and results of operations.

14 Subsequent Events

On March 6, 2008, the Company’s Board of Directors approved an increase in annual dividends to \$0.95 per share. The annual dividend will be paid in four quarterly installments on April 7, 2008, June 2, 2008, September 2, 2008, and January 2, 2009, to holders of record on March 14, May 16, August 15 and December 15, 2008, respectively.

In March 2008, the Company announced it was exploring strategic options for its property development subsidiary, Gazeley Limited, which could conclude in a sale of that business. Gazeley Limited develops industrial distribution warehouses in the United Kingdom, mainland Europe and China and has extended its operations to India and Mexico.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of
Wal-Mart Stores, Inc.

We have audited the accompanying consolidated balance sheets of Wal-Mart Stores, Inc. as of January 31, 2008 and 2007, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years in the period ended January 31, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Wal-Mart Stores, Inc. at January 31, 2008 and 2007, and the consolidated results of their operations and their cash flows for each of the three years in the period ended January 31, 2008, in conformity with U.S. generally accepted accounting principles.

As discussed in Notes 5 and 13 to the consolidated financial statements, respectively, effective February 1, 2007 the Company changed its method of accounting for income taxes in accordance with Financial Accounting Standards Board ("FASB") Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, and effective January 31, 2007, the Company adopted Statement of Financial Accounting Standards No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Wal-Mart Stores, Inc.'s internal control over financial reporting as of January 31, 2008, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 26, 2008 expressed an unqualified opinion thereon.

Ernst & Young LLP

Rogers, Arkansas
March 26, 2008

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of
Wal-Mart Stores, Inc.

We have audited Wal-Mart Stores, Inc.'s internal control over financial reporting as of January 31, 2008, based on criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Wal-Mart Stores Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying "Management's Report to Our Shareholders". Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As indicated in the accompanying "Management's Report to Our Shareholders", management's assessment of and conclusion on effectiveness of internal control over financial reporting did not include the internal controls of Bounteous Company Ltd, which is included in the fiscal 2008 consolidated financial statements of Wal-Mart Stores, Inc. and constituted, 1.1% and 0.4% of consolidated total assets and consolidated net sales, respectively, of the Company as of, and for the year ended January 31, 2008. Our audit of internal control over financial reporting of Wal-Mart Stores, Inc. also did not include an evaluation of the internal control over financial reporting of Bounteous Company Ltd.

In our opinion, Wal-Mart Stores, Inc. maintained, in all material respects, effective internal control over financial reporting as of January 31, 2008, based on the COSO criteria .

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Wal-Mart Stores, Inc. as of January 31, 2008 and 2007, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years in the period ended January 31, 2008 and our report dated March 26, 2008 expressed an unqualified opinion thereon.

Rogers, Arkansas
March 26, 2008

Ernst & Young LLP

Management's Report to Our Shareholders

Wal-Mart Stores, Inc.

Management of Wal-Mart Stores, Inc. ("Wal-Mart" or the "Company") is responsible for the preparation, integrity and objectivity of Wal-Mart's Consolidated Financial Statements and other financial information contained in this Annual Report to Shareholders. Those Consolidated Financial Statements were prepared in conformity with accounting principles generally accepted in the United States. In preparing those Consolidated Financial Statements, management was required to make certain estimates and judgments, which are based upon currently available information and management's view of current conditions and circumstances.

The Audit Committee of the Board of Directors, which consists solely of independent directors, oversees our process of reporting financial information and the audit of our Consolidated Financial Statements. The Audit Committee stays informed of the financial condition of Wal-Mart and regularly reviews management's financial policies and procedures, the independence of our independent auditors, our internal control and the objectivity of our financial reporting. Both the independent auditors and the internal auditors have free access to the Audit Committee and meet with the Audit Committee periodically, both with and without management present.

Acting through our Audit Committee, we have retained Ernst & Young LLP, an independent registered public accounting firm, to audit our Consolidated Financial Statements found in this annual report. We have made available to Ernst & Young LLP all of our financial records and related data in connection with their audit of our Consolidated Financial Statements. We have filed with the Securities and Exchange Commission ("SEC") the required certifications related to our Consolidated Financial Statements as of and for the year ended January 31, 2008. These certifications are attached as exhibits to our Annual Report on Form 10-K for the year ended January 31, 2008. Additionally, we have also provided to the New York Stock Exchange the required annual certification of our Chief Executive Officer regarding our compliance with the New York Stock Exchange's corporate governance listing standards.

Report on Internal Control Over Financial Reporting

Management has responsibility for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Management has assessed the effectiveness of the Company's internal control over financial reporting as of January 31, 2008. In making its assessment, management has utilized the criteria set forth by the Committee of Sponsoring Organizations ("COSO") of the Treadway Commission in *Internal Control — Integrated Framework*. Management concluded that based on its assessment, Wal-Mart's internal control over financial reporting was effective as of January 31, 2008. The Company's internal control over financial reporting as of January 31, 2008, has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which appears in this Annual Report to Shareholders.

Management's assessment of the effectiveness of the Company's internal control over financial reporting excluded BCL, of which the Company had the right to control a majority of BCL's shares during fiscal 2008. This entity represented, in the aggregate, 1.1% and 0.4% of consolidated total assets and consolidated net sales, respectively, of the Company as of and for the year ended January 31, 2008. This acquisition is more fully discussed in Note 6 to our Consolidated Financial Statements for fiscal 2008. Under guidelines established by the SEC, companies are allowed to exclude acquisitions from their first assessment of internal control over financial reporting following the date of the acquisition.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to provide reasonable assurance that information required to be timely disclosed is accumulated and communicated to management in a timely fashion. Management has assessed the effectiveness of these disclosure controls and procedures as of January 31, 2008, and determined they were effective as of that date to provide reasonable assurance that information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934, as amended, was accumulated and communicated to management, as appropriate, to allow timely decisions regarding required disclosure and were effective to provide reasonable assurance that such information is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms.

Report on Ethical Standards

Our Company was founded on the belief that open communications and the highest standards of ethics are necessary to be successful. Our long-standing “Open Door” communication policy helps management be aware of and address issues in a timely and effective manner. Through the open door policy all associates are encouraged to inform management at the appropriate level when they are concerned about any matter pertaining to Wal-Mart.

Wal-Mart has adopted a Statement of Ethics to guide our associates in the continued observance of high ethical standards such as honesty, integrity and compliance with the law in the conduct of Wal-Mart’s business. Familiarity and compliance with the Statement of Ethics is required of all associates who are part of management. The Company also maintains a separate Code of Ethics for our senior financial officers. Wal-Mart also has in place a Related-Party Transaction Policy. This policy applies to Wal-Mart’s senior officers and directors and requires material related-party transactions to be reviewed by the Audit Committee. The senior officers and directors are required to report material related-party transactions to Wal-Mart. We maintain an ethics office which oversees and administers an ethics hotline. The ethics hotline provides a channel for associates to make confidential and anonymous complaints regarding potential violations of our statements of ethics, including violations related to financial or accounting matters.

/s/ H. Lee Scott, Jr.

H. Lee Scott, Jr.

President and Chief Executive Officer

/s/ Thomas M. Schoewe

Thomas M. Schoewe

Executive Vice President and Chief Financial Officer

Fiscal 2008 End-of-Year Store Count

Wal-Mart Stores, Inc.

State	Discount		Neighborhood	Sam's	Grand
	Stores	Supercenters	Markets	Clubs	Total
Alabama	7	87	4	13	111
Alaska	6	2	—	3	11
Arizona	10	57	13	14	94
Arkansas	16	64	6	6	92
California	140	31	—	37	208
Colorado	10	54	—	15	79
Connecticut	29	5	—	3	37
Delaware	4	4	—	1	9
Florida	43	152	18	41	254
Georgia	9	119	—	22	150
Hawaii	8	—	—	2	10
Idaho	3	16	—	2	21
Illinois	63	79	—	28	170
Indiana	19	77	4	16	116
Iowa	12	44	—	8	64
Kansas	9	46	3	6	64
Kentucky	16	68	6	7	97
Louisiana	8	74	4	12	98
Maine	10	12	—	3	25
Maryland	32	12	—	12	56
Massachusetts	39	6	—	3	48
Michigan	24	57	—	26	107
Minnesota	22	38	—	13	73
Mississippi	8	56	1	6	71
Missouri	31	86	—	15	132
Montana	3	10	—	1	14
Nebraska	—	28	—	3	31
Nevada	4	23	11	6	44
New Hampshire	16	10	—	4	30
New Jersey	45	1	—	10	56
New Mexico	3	28	2	7	40
New York	44	46	—	17	107
North Carolina	29	95	—	22	146
North Dakota	2	8	—	3	13
Ohio	32	109	—	30	171
Oklahoma	18	66	16	8	108
Oregon	14	16	—	—	30
Pennsylvania	44	78	—	23	145
Rhode Island	7	2	—	1	10
South Carolina	10	58	—	9	77
South Dakota	—	12	—	2	14
Tennessee	6	99	6	16	127
Texas	45	289	33	72	439
Utah	2	29	5	7	43
Vermont	4	—	—	—	4
Virginia	18	70	—	14	102
Washington	19	28	—	3	50
West Virginia	2	33	—	5	40
Wisconsin	26	53	—	12	91
Wyoming	—	10	—	2	12
United States totals	971	2,447	132	591	4,141

International ⁽¹⁾

Country	Units
Argentina	21
Brazil	313
Canada	305
Central America	457
China - Wal-Mart	101
China - Trust-Mart	101
Japan	394
Mexico	1,023
Puerto Rico	54
United Kingdom	352
International Total	<u>3,121</u>
Grand Total	<u>7,262</u>

(1) Unit counts are as of January 31, 2008.

At January 31, 2008, our international operating formats varied by market and included:

- Argentina - 20 supercenters and 1 combination discount and grocery store (Changomas)
- Brazil - 29 supercenters, 21 Sam's Clubs, 70 hypermarkets (Hiper Bompreço, Big), 158 supermarkets (Bompreço, Mercadorama, Nacional), 13 cash-n-carry stores (Maxxi Alacado), 21 combination discount and grocery stores (Todo Dia) and 1 general merchandise store (Magazine)
- Canada - 31 supercenters, 268 discount stores and 6 Sam's Clubs
- China - 96 supercenters, 2 Neighborhood Markets, 3 Sam's Clubs and 101 hypermarkets (Trust-Mart)
- Costa Rica - 6 hypermarkets (Hiper Mas), 23 supermarkets (Más por Menos), 9 warehouse stores (Maxi Bodega) and 111 discount stores (Pali)
- El Salvador - 2 hypermarkets (Hiper Paiz), 32 supermarkets (La Despensa de Don Juan) and 36 discount stores (Despensa Familiar)
- Guatemala - 6 hypermarkets (Hiper Paiz), 28 supermarkets (Paiz), 12 warehouse stores (Maxi Bodega), 2 membership clubs (Club Co) and 97 discount stores (Despensa Familiar)
- Honduras - 1 hypermarket (Hiper Paiz), 7 supermarkets (Paiz), 7 warehouse stores (Maxi Bodega) and 32 discount stores (Despensa Familiar)
- Japan - 114 hypermarkets (Livin, Seiyu), 276 supermarkets (Seiyu, Sunny) and 4 general merchandise stores (Seiyu)
- Mexico - 136 supercenters, 83 Sam's Clubs, 129 supermarkets (Superama, Mi Bodega), 246 combination discount and grocery stores (Bodega), 76 department stores (Suburbia), 349 restaurants and 4 discount stores (Mi Bodega Express)
- Nicaragua - 6 supermarkets (La Unión) and 40 discount stores (Pali)
- Puerto Rico - 6 supercenters, 8 discount stores, 9 Sam's Clubs and 31 supermarkets (Amigo)
- United Kingdom - 29 supercenters (Asda), 298 supermarkets (Asda, Asda Small Town), 13 general merchandise stores (Asda Living) and 12 apparel stores (George). We plan to close the George stores in fiscal 2009.

Board of directors**Aida M. Alvarez**

Ms. Alvarez is the former Administrator of the U.S. Small Business Administration and was a member of President Clinton's Cabinet from 1997 to 2001.

James W. Breyer

Mr. Breyer is a Managing Partner of Accel Partners, a venture capital firm.

M. Michele Burns

Ms. Burns is the Chairman of the Board of Directors and Chief Executive Officer of Mercer LLC, a subsidiary of Marsh and McLennan Companies, Inc.

James I. Cash, Jr., Ph.D.

Dr. Cash is the retired James E. Robison Professor of Business Administration at Harvard Business School, where he served from July 1976 to October 2003.

Roger C. Corbett

Mr. Corbett is the retired Chief Executive Officer and Group Managing Director of Woolworths Limited, the largest retail company in Australia.

Douglas N. Daft

Mr. Daft is the retired Chairman of the Board of Directors and Chief Executive Officer of The Coca-Cola Company, a beverage manufacturer, where he served in that capacity from February 2000 until May 2004 and in various other capacities since 1969.

David D. Glass

Mr. Glass is former Chairman of the Executive Committee of the Board of Directors of Wal-Mart Stores, Inc., serving in that position from February 2000 until June 2006, and the former President and Chief Executive Officer of Wal-Mart Stores, Inc. from January 1988 to January 2000.

Roland A. Hernandez

Mr. Hernandez is the retired Chairman of the Board of Directors and Chief Executive Officer of Telemundo Group, Inc., a Spanish-language television station company where he served from August 1998 to December 2000.

Allen I. Questrom

Mr. Questrom is the retired Chairman of the Board of Directors and Chief Executive Officer of J.C. Penney Company, Inc.

H. Lee Scott, Jr.

Mr. Scott is the President and Chief Executive Officer of Wal-Mart Stores, Inc.

Jack C. Shewmaker

Mr. Shewmaker is the President of J-COM, Inc., a consulting company, a retired Wal-Mart executive and a rancher.

Jim C. Walton

Mr. Walton is the Chairman of the Board of Directors and Chief Executive Officer of Arvest Bank Group, Inc., a group of banks operating in the states of Arkansas, Kansas, Missouri and Oklahoma.

S. Robson Walton

Mr. Walton is Chairman of the Board of Directors of Wal-Mart Stores, Inc.

Christopher J. Williams

Mr. Williams is the Chairman of the Board of Directors and Chief Executive Officer of The Williams Capital Group, L.P., an investment bank.

Linda S. Wolf

Ms. Wolf is the retired Chairman of the Board of Directors and Chief Executive Officer of Leo Burnett Worldwide, Inc., an advertising agency and division of Publicis Groupe S.A.

Corporate and Stock Information

Wal-Mart Stores, Inc.

Corporate information

Registrar and Transfer Agent:

Computershare Trust Company, N.A.

P.O. Box 43069

Providence, Rhode Island 02940-3069

1-800-438-6278

TDD for hearing-impaired inside the U.S. 1-800-952-9245

Internet: <http://www.computershare.com>

Dividend reinvestment and direct stock purchase available

Listing

New York Stock Exchange

Stock Symbol: WMT

Annual meeting:

Our Annual Meeting of Shareholders will be held on Friday, June 6, 2008, in Bud Walton Arena on the University of Arkansas campus, Fayetteville, Arkansas.

Communication with shareholders:

Wal-Mart Stores, Inc. periodically communicates with its shareholders and other members of the investment community about our operations.

For further information regarding our policy on shareholder and investor communications refer to our Web site

www.walmartstores.com/investors.

Independent registered public accounting firm:

Ernst & Young LLP

5414 Pinnacle Point Dr., Suite 102

Rogers, AR 72758

The following reports are available without charge upon request by writing the Company c/o Investor Relations or by calling 479-273-8446. These reports are also available via the corporate Web site.

Annual Report on Form 10-K

Quarterly Reports on Form 10-Q

Current Sales and Earnings Releases

Current Reports on Form 8-K

Copy of Annual Meeting Proxy Statement

Supplier Standards Report

Market price of common stock

Fiscal year ended January 31,

	2008		2007	
	High	Low	High	Low
1st Quarter	\$50.42	\$45.06	\$48.87	\$44.52
2nd Quarter	51.44	45.73	50.00	42.31
3rd Quarter	48.42	42.09	52.15	43.48
4th Quarter	51.30	42.50	49.70	44.80

Fiscal year ended January 31,

	2009	
	High	Low
1st Quarter	\$53.49	\$47.84

* Through March 21, 2008

Dividends payable per share

Fiscal year ended January 31, 2009

April 7, 2008	\$ 0.2375
June 2, 2008	\$ 0.2375
September 2, 2008	\$ 0.2375
January 2, 2009	\$ 0.2375

Dividends paid per share

Fiscal year ended January 31, 2008

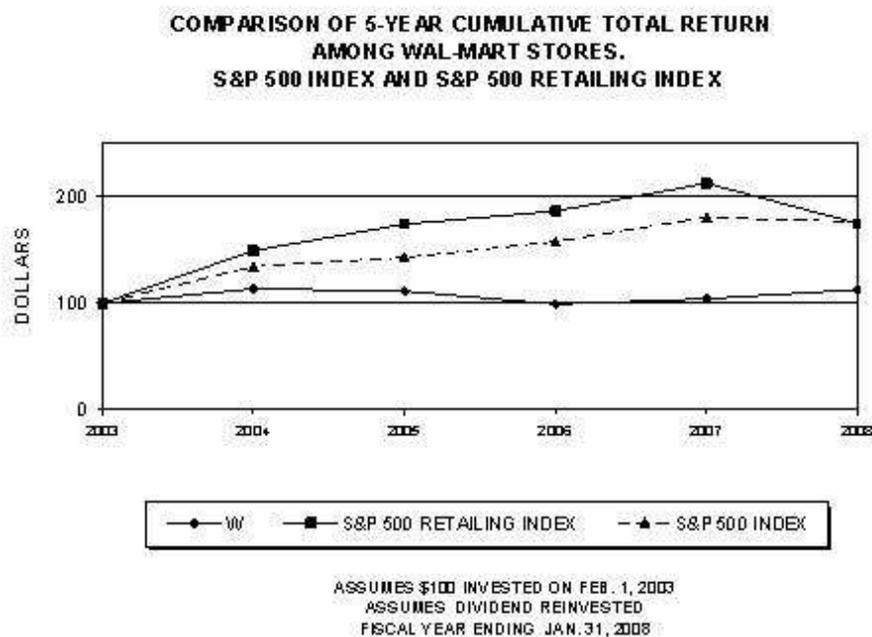
April 2, 2007	\$ 0.22
June 4, 2007	\$ 0.22
September 4, 2007	\$ 0.22
January 2, 2008	\$ 0.22

Fiscal year ended January 31, 2007

April 3, 2006	\$ 0.1675
June 5, 2006	\$ 0.1675
September 5, 2006	\$ 0.1675
January 2, 2007	\$ 0.1675

Stock Performance Chart

This graph compares the cumulative total shareholder return on Wal-Mart's common stock during the five fiscal years ending with fiscal 2008 to the cumulative total returns on the S&P 500 Retailing Index and the S&P 500 Index. The comparison assumes \$100 was invested on February 1, 2003, in shares of our common stock and in each of the indices shown and assumes that all of the dividends were reinvested.



Shareholders

As of March 21, 2008, there were 303,823 holders of record of Wal-Mart's common stock.

Certifications

The Company's Chief Executive Officer and Chief Financial Officer have filed their certifications as required by the Securities and Exchange Commission (the "SEC") regarding the quality of the Company's public disclosure for each of the periods ended during the Company's fiscal year ended January 31, 2008, and the effectiveness of internal control over financial reporting as of January 31, 2008 and 2007. Further, the Company's Chief Executive Officer has certified to the New York Stock Exchange ("NYSE") that he is not aware of any violation by the Company of the NYSE corporate governance listing standards, as required by Section 303A.12(a) of the NYSE listing standards.

SIGNIFICANT SUBSIDIARIES OF WAL-MART STORES, INC.

The following list details certain of the subsidiaries of Wal-Mart Stores, Inc. Subsidiaries not included in the list are omitted because, in the aggregate, they are insignificant as defined by Item 601(b)(21) of Regulation S-K.

SUBSIDIARY	ORGANIZED OR INCORPORATED	PERCENT OF EQUITY SECURITIES OWNED	NAME UNDER WHICH DOING BUSINESS OTHER THAN SUBSIDIARY'S
Wal-Mart Stores East, LP	Delaware, U. S.	100%	Wal-Mart
Wal-Mart Property Company	Delaware, U. S.	100%	NA
Wal-Mart Real Estate Business Trust	Delaware, U. S.	100%	NA
Asda Group Limited	England	100%	Asda/Wal-Mart

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Annual Report (Form 10-K) of Wal-Mart Stores, Inc. of our reports dated March 26, 2008, with respect to the consolidated financial statements of Wal-Mart Stores, Inc., and the effectiveness of internal control over financial reporting of Wal-Mart Stores, Inc., included in the 2008 Annual Report to Shareholders of Wal-Mart Stores, Inc.

We consent to the incorporation by reference in the following Registration Statements:

- | | |
|--|---------------------------------------|
| (1) Stock Option Plan of 1984 of Wal-Mart Stores, Inc., as amended | Form S-8 File Nos. 2-94358 and 1-6991 |
| (2) Stock Option Plan of 1994 of Wal-Mart Stores, Inc., as amended | Form S-8 File No. 33-55325 |
| (3) Debt Securities and Pass-Through Certificates of Wal-Mart Stores, Inc. | Form S-3 File No. 33-55725 |
| (4) Director Compensation Plan of Wal-Mart Stores, Inc. | Form S-8 File No. 333-24259 |
| (5) Debt Securities of Wal-Mart Stores, Inc. | Form S-3 File No. 33-53125 |
| (6) Dividend Reinvestment and Stock Purchase Plan of Wal-Mart Stores, Inc. | Form S-3 File No. 333-02089 |
| (7) 401(k) Retirement Savings Plan of Wal-Mart Stores, Inc. | Form S-8 File No. 333-29847 |
| (8) 401(k) Retirement Savings Plan of Wal-Mart Puerto Rico, Inc. | Form S-8 File No. 333-44659 |
| (9) Registration Statement Covering 14,710,000 Shares of Common Stock of Wal-Mart Stores, Inc. | Form S-3 File No. 333-56993 |
| (10) Wal-Mart Stores, Inc. Associate Stock Purchase Plan of 1996 | Form S-8 File No. 333-62965 |
| (11) Wal-Mart Stores, Inc. Stock Incentive Plan of 1998 | Form S-8 File No. 333-60329 |
| (12) The ASDA Colleague Share Ownership Plan 1
The ASDA Group Long Term Incentive Plan 1
The ASDA Group PLC Sharesave Scheme 1
The ASDA 1984 Executive Share Option Scheme 1
The ASDA 1994 Executive Share Option Scheme 1 | Form S-8 File No. 333-84027 |
| (13) The ASDA Colleague Share Ownership Plan 1999 | Form S-8 File No. 333-88501 |
| (14) Debt Securities of Wal-Mart Stores, Inc. | Form S-3 File No. 333-64740 |
| (15) Debt Securities of Wal-Mart Cayman Canadian Finance Co. | Form S-3 File No. 333-64740-01 |
| (16) Debt Securities of Wal-Mart Cayman Euro Finance Co. | Form S-3 File No. 333-64740-02 |
| (17) Debt Securities of Wal-Mart Cayman Sterling Finance Co. | Form S-3 File No. 333-64740-03 |
| (18) Debt Securities of Wal-Mart Stores, Inc. | Form S-3 File No. 333-101847 |
| (19) Registration Statement Covering 16,000,000 Shares of Common Stock of Wal-Mart Stores, Inc. | Form S-3 File No. 333-101859 |
| (20) Wal-Mart Profit Sharing and 401(k) Plan | Form S-8 File No. 333-109421 |
| (21) Associate Stock Purchase Plan of 1996 | Form S-8 File No. 333-109417 |
| (22) Wal-Mart Puerto Rico Profit Sharing and 401(k) Plan | Form S-8 File No. 333-109414 |
| (23) ASDA Colleague Share Ownership Plan 1999 and ASDA Sharesave Plan 2000 | Form S-8 File No. 333-107439 |
| (24) Debt Securities of Wal-Mart Stores, Inc. | Form S-3MEF File No. 333-125432 |
| (25) Debt Securities of Wal-Mart Stores, Inc. | Form S-3 File No. 333-126512 |
| (26) Wal-Mart Stores, Inc. Stock Incentive Plan of 2005 | Form S-3 File No. 333-128204 |
| (27) Debt Securities of Wal-Mart Stores, Inc. | Form S-3ASR File No. 333-130569 |
| (28) Debt Securities of Wal-Mart Stores, Inc. | Form S-3 File No. 333-82909 |
| (29) Debt Securities of Wal-Mart Stores, Inc. | Form S-3 File No. 333-52045 |

of our reports dated March 26, 2008, with respect to the consolidated financial statements of Wal-Mart Stores, Inc., and the effectiveness of internal control over financial reporting of Wal-Mart Stores, Inc., incorporated herein by reference.

/s/ Ernst & Young LLP

March 26, 2008

I, H. Lee Scott, Jr., certify that:

1. I have reviewed this Annual Report on Form 10-K of Wal-Mart Stores, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluations; and
 - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting.
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the Audit Committee of the registrant’s Board of Directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 31, 2008

/s/ H. Lee Scott, Jr.

H. Lee Scott, Jr.

President and Chief Executive Officer

I, Thomas M. Schoewe, certify that:

1. I have reviewed this Annual Report on Form 10-K of Wal-Mart Stores, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluations; and
 - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting.
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the Audit Committee of the registrant’s Board of Directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 31, 2008

/s/ Thomas M. Schoewe

Thomas M. Schoewe

Executive Vice President and Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350 (AS ADOPTED
PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002)**

In connection with the Annual Report of Wal-Mart Stores, Inc. (the "Company") on Form 10-K for the period ending January 31, 2008, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, H. Lee Scott, Jr., President and Chief Executive Officer of the Company, certify to my knowledge and in my capacity as an officer of the Company, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

IN WITNESS WHEREOF, the undersigned has executed this Certificate, effective as of March 31, 2008.

/s/ H. Lee Scott, Jr.

H. Lee Scott, Jr.

President and Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to Wal-Mart Stores, Inc. and will be retained by Wal-Mart Stores, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350 (AS ADOPTED
PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002)**

In connection with the Annual Report of Wal-Mart Stores, Inc. (the "Company") on Form 10-K for the period ending January 31, 2008, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Thomas M. Schoewe, Executive Vice President and Chief Financial Officer of the Company, certify to my knowledge and in my capacity as an officer of the Company, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

IN WITNESS WHEREOF, the undersigned has executed this Certificate, effective as of March 31, 2008.

/s/ Thomas M. Schoewe

Thomas M. Schoewe

Executive Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Wal-Mart Stores, Inc. and will be retained by Wal-Mart Stores, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.