

WAL MART STORES INC

Reported by
MCMILLON C DOUGLAS

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/23/05 for the Period Ending 12/22/05

| | |
|-------------|---|
| Address | 702 SOUTHWEST 8TH ST BENTONVILLE, AR 72716 |
| Telephone | 5012734000 |
| CIK | 0000104169 |
| Symbol | WMT |
| SIC Code | 5331 - Variety Stores |
| Industry | Retail (Department & Discount) |
| Sector | Services |
| Fiscal Year | 01/31 |

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FORM 4

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Filed 12/23/2005 For Period Ending 12/22/2005

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|-------------|---|
| Address | 702 SOUTHWEST 8TH ST BENTONVILLE, Arkansas 72716 |
| Telephone | 501-273-4000 |
| CIK | 0000104169 |
| Industry | Retail (Department & Discount) |
| Sector | Services |
| Fiscal Year | 01/31 |

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FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
OF SECURITIES**

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

| | | |
|--|--|---|
| 1. Name and Address of Reporting Person * McMillon C Douglas (Last) (First) (Middle) 702 SW 8TH STREET (Street) BENTONVILLE, AR 72716 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol WAL MART STORES INC [WMT] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/22/2005</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|----------------|-----------------------------------|---------------------------|-----|---|------------|----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/22/2005 | 12/22/2005 | M | | 1542 | A | \$11.125 | 110156 | D | |
| Common Stock | 12/22/2005 | 12/22/2005 | F | (1) | 398 | D | \$48.60 | 109758 | D | |
| Common Stock | | | | | | | | 1536.68 (2) | I | ASOP |
| Common Stock | | | | | | | | 1245.61 | I | Profit Sharing & 401(k) |

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

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|---|--|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Common Stock | \$11.125 | 12/22/2005 | 12/22/2005 | M | | 1542 | | 2/23/1997 | 2/22/2006 | Common Stock | 1542 | \$11.125 | 0.00 | D | |

Explanation of Responses:

- (1) These shares were withheld to pay taxes upon the exercise of stock options.
- (2) This reporting person's beneficial ownership has been increased by 22.867 shares since his most recent filing to reflect his participation in the Wal-Mart Stores, Inc. 2004 Associate Stock Purchase Plan.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McMillon C Douglas 702 SW 8TH STREET BENTONVILLE, AR 72716 | | | Executive Vice President | |

Signatures

**/s/ Samuel A.
Guess, By Power
of Attorney**

12/23/2005

** Signature of
Reporting Person

Date

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

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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