

# WAL MART STORES INC

Reported by  
**MCMILLON C DOUGLAS**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/14/06 for the Period Ending 12/12/06

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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Address	702 SOUTHWEST 8TH ST BENTONVILLE, Arkansas 72716
Telephone	501-273-4000
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[ ] 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

<b>1. Name and Address of Reporting Person *</b>  <b>McMillon C Douglas</b>  <small>(Last) (First) (Middle)</small>  <b>702 S.W. 8TH STREET</b>  <small>(Street)</small>  <b>BENTONVILLE, AR 72716-0215</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>WAL MART STORES INC</b> <b>[ WMT ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>12/12/2006</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Executive Vice President</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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										1311.2257 <sup>(1)</sup>	I	Profit Sharing & 401(k)
Common Stock	6/23/2006		G	V	1578	D	\$0			112540.764 <sup>(2)</sup>	D	
Common Stock	12/12/2006		M		3592	A	\$11.8125			116132.764	D	
Common Stock	12/12/2006		F <sup>(3)</sup>		891	D	\$45.65			115241.764	D	
Common Stock	12/13/2006		S		2701	D	\$45.93			112540.764	D	
Common Stock	6/23/2006		G	V	1578	A	\$0			1578	I	By Wife as UGMA Custodian for Children <sup>(4)</sup>

**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				
Stock Option	\$11.8125	12/12/2006		M		3592		(5)	1/7/2007	Common Stock	3592	\$0	0	D	

**Explanation of Responses:**

- (1) Balance adjusted to reflect shares acquired through the Wal-Mart Stores, Inc. 2005 Profit Sharing and 401(k) Plan.
- (2) Includes shares held through the Wal-Mart Stores, Inc. 2004 Associate Stock Purchase Plan. Balance adjusted to reflect shares acquired through the Wal-Mart Stores, Inc. 2004 Associate Stock Purchase Plan since the reporting person's last filing.
- (3) This amount represents shares withheld to pay taxes upon the exercise of stock options.
- (4) The reporting person transferred these shares as a gift to his children, who share his household.
- (5) The option is exercisable in five equal annual installments beginning on January 8, 1998.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>McMillon C Douglas 702 S.W. 8TH STREET BENTONVILLE, AR 72716-0215</b>			<b>Executive Vice President</b>	

**Signatures**

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

12/14/2006

\*\* 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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