

WAL MART STORES INC

FORM POSASR

(Post-effective Amendment to an automatic shelf registration of Form S-3ASR or Form F-3ASR)

Filed 12/07/06

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

WAL MART STORES INC

FORM POSASR

(Post-effective Amendment to an automatic shelf registration of Form S-3ASR or Form F-3ASR)

Filed 12/7/2006

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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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

WAL-MART STORES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

71-0415188
(I.R.S. Employer
Identification No.)

702 S.W. 8th Street
Bentonville, Arkansas 72716
(479) 273-4000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

ANTHONY D. GEORGE, ESQ.
Associate General Counsel, Finance and Assistant Secretary
Wal-Mart Stores, Inc.
702 S.W. 8th Street
Bentonville, Arkansas 72716
479-273-4000

(Name, address, and telephone number, including area code, of agent for service)

With copies to

DUDLEY W. MURREY, ESQ.
Andrews Kurth LLP
1717 Main Street, Suite 3700
Dallas, Texas 75201
214-659-4400

GLENN M. REITER, ESQ.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
212-455-2000

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box:

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box:

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-3 of Wal-Mart Stores, Inc. (the “Company”) is being filed solely for the purpose of filing (i) as a new Exhibit 4.6, the First Supplemental Indenture to the Indenture, dated as of July 19, 2005 (the “Indenture”), between the Company and The Bank of New York Trust Company, N.A. (as successor-in-interest to J.P. Morgan Trust Company, National Association), as trustee, to confirm the succession of The Bank of New York Trust Company, N.A. as trustee under the Indenture and (ii) a new Form T-1 relating to the eligibility of The Bank of New York Trust Company, N.A. to replace the previously filed Exhibit 25.1.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. EXHIBITS.

EXHIBIT NUMBER	DESCRIPTION OF DOCUMENT
1.1	Underwriting Agreement, dated May 19, 2006 (incorporated herein by reference to Exhibit 1.(B) to the Registrant's Current Report on Form 8-K filed May 25, 2006).
1.2	Pricing Agreement, dated May 19, 2006, among the Registrant, Goldman Sachs International and Lehman Brothers International (Europe) (incorporated herein by reference to Exhibit 1.(A) to the Registrant's Current Report on Form 8-K filed May 25, 2006).
4.1	Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3(a) to the Registrant's Annual Report on Form 10-K for the year ended January 31, 1989).
4.2	Certificate of Amendment to Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 4(b) to the Registrant's Registration Statement on Form S-8 (File No. 33-43315)).
4.3	Certificate of Amendment to Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to the Registrant's Current Report on Form 8-K dated July 27, 1999).
4.4	Amended and Restated By-laws of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on March 8, 2005).
4.5	Indenture, dated as of July 19, 2005, between the Registrant and J.P. Morgan Trust Company, National Association, as Trustee (incorporated herein by reference to Exhibit 4.5 to the Registrant's Registration Statement on Form S-3 (File No. 333-126512)).
**4.6	First Supplemental Indenture, dated as of December 1, 2006, between the Registrant and The Bank of New York Trust Company, N.A., as successor-in-interest to J.P. Morgan Trust Company, National Association, as Trustee, under the Indenture, dated as of July 19, 2005.
4.7	Series Terms Certificate, dated May 19, 2006, relating to the Registrant's 1.78% Notes Due 2011 (incorporated herein by reference to Exhibit 4.(A) to the Registrant's Current Report on Form 8-K filed May 25, 2006).
4.8	Form of Global Note relating to the Registrant's 1.78% Notes Due 2011 (incorporated herein by reference to Exhibit 4.(B) to the Registrant's Current Report on Form 8-K filed May 25, 2006).
*5.1	Opinion of Andrews Kurth LLP with respect to the legality of the securities being registered.
5.2	Opinion of Andrews Kurth LLP, dated May 25, 2006, with respect to the legality of the Registrant's 1.78% Notes Due 2011 (incorporated herein by reference to Exhibit 5 to the Registrant's Current Report on Form 8-K filed May 25, 2006).

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- 12.1 Statement re computations of ratios (incorporated herein by reference to Exhibit 12 to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended October 31, 2006).
 - *23.1 Consent of Ernst & Young LLP.
 - *23.2 Consent of Andrews Kurth LLP.
 - *24.1 Powers of Attorney.
 - **25.1 Statement of Eligibility of Trustee on Form T-1.

* Previously filed.

** Filed herewith.

DATE: December 7, 2006

*

Douglas N. Daft
Director

DATE: December 7, 2006

*

David D. Glass
Director

Roland A. Hernandez
Director

DATE: December 7, 2006

*

Jack C. Shewmaker
Director

Jim C. Walton
Director

Christopher J. Williams
Director

DATE: December 7, 2006

*

Linda S. Wolf
Director

* By: /s/ THOMAS M. SCHOEWE
Thomas M. Schoewe,
as Attorney-in-Fact

FIRST SUPPLEMENTAL INDENTURE

This FIRST SUPPLEMENTAL INDENTURE (this “Supplemental Indenture”), dated as of December 1, 2006, is made by and between Wal-Mart Stores, Inc., a Delaware corporation (the “Company”), and The Bank of New York Trust Company, N.A., a national banking association (“BNYTC”), as successor-in-interest to J.P. Morgan Trust Company, National Association, a national banking association (“JPMTC”), as the original indenture trustee under that certain Indenture, dated as of July 19, 2005, by and between the Company and JPMTC, as indenture trustee (the “Indenture”).

Recitals. Effective October 1, 2006 (the “Succession Effective Date”), BNYTC succeeded to substantially all of the corporate trust business of JPMTC, including JPMTC’s rights and obligations as the trustee under the terms of the Indenture, and as a result, pursuant to the terms of Section 8.12 of the Indenture, succeeded JPMTC as and became the indenture trustee under the Indenture (BNYTC in such capacity, the “Trustee”). In connection with BNYTC becoming the Trustee, the Company and the Trustee desire to supplement and amend the Indenture to confirm that BNYTC is the successor to JPMTC as the indenture trustee under the Indenture and with respect to all existing Series and Securities and to reflect BNYTC as the named indenture trustee under the Indenture. In accordance with the terms of Section 9.01 of the Indenture, the Company and the Trustee are adopting this Supplemental Indenture for such purposes without the consent of any Holder of any Securities of the Company.

For and in consideration of the premises set forth in this Supplement Indenture, and for other good and valuable consideration, the adequacy, receipt and sufficiency of which are hereby acknowledged, the Company and the Trustee hereby agree as follows:

Section 1. Defined Terms. Unless otherwise defined herein, capitalized terms shall have the same meanings assigned thereto in the Indenture.

Section 2. Confirmation of Succession; Amendment of the Indenture. The Company and BNYTC hereby agree and confirm that, pursuant to the provisions of Section 8.12 of the Indenture, on the Succession Effective Date, BNYTC succeeded to all of the rights and obligations of JPMTC as the trustee under the Indenture and with respect to each and every Series existing, and all Securities outstanding under the Indenture, on the Succession Effective Date, and further agree that the Indenture shall be and hereby is amended so that all references to “J.P. Morgan Trust Company, National Association” in the Indenture shall read “The Bank of New York Trust Company, N.A.” and all references to the “Trustee” in the Indenture shall refer to the Trustee.

Section 3. Effectiveness. This Supplemental Indenture shall be effective from and after the date first written above.

Section 4. Governing Law. THIS SUPPLEMENTAL INDENTURE SHALL BE CONSTRUED IN ACCORDANCE WITH, AND THIS SUPPLEMENTAL INDENTURE AND ALL MATTERS ARISING OUT OF OR RELATING IN ANY WAY TO THIS SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY, THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO CONFLICTS OF LAWS PRINCIPLES (OTHER THAN SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW).

Section 5. Severability; Counterparts. This Supplemental Indenture may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which when taken together shall constitute one and the same instrument. Any provisions of this Supplemental Indenture which are prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

Section 6. Captions. The captions in this Supplemental Indenture are for convenience of reference only and shall not define or limit any of the terms or provisions hereof.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplemental Indenture as of the date first written above.

WAL-MART STORES, INC.

By: /s/ RICK W. BRAZILE

Name: Rick W. Brazile

Title: Vice President, Finance & Planning

THE BANK OF NEW YORK TRUST COMPANY, N.A.,
as Trustee

By: /s/ BENITA A. VAUGHN

Name: Benita A. Vaughn

Title: Vice President

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

FORM T-1

**STATEMENT OF ELIGIBILITY
UNDER THE TRUST INDENTURE ACT OF 1939 OF A
CORPORATION DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY
OF A TRUSTEE PURSUANT TO SECTION 305(b)(2)**

THE BANK OF NEW YORK TRUST COMPANY, N.A.

(Exact name of trustee as specified in its charter)

Delaware

(State of incorporation if
not a U.S. national bank)

95-3571558

(I.R.S. employer
identification no.)

700 South Flower Street, Suite 500

Los Angeles, California

(Address of principal executive offices)

90017

(Zip code)

Mildred Quinones-Holmes

Legal Department

The Bank of New York Trust Company, N.A.

One Wall Street, 29th Floor

New York, NY 10286

(212) 635-1889

(Name, address and telephone number of agent for service)

WAL-MART STORES, INC.

(Exact name of obligor as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

71-0415188

(I.R.S. employer
identification no.)

702 S.W. 8th Street

Bentonville, Arkansas

(Address of principal executive offices)

72716

(Zip code)

Debt Securities

(Title of the indenture securities)

1. General information. Furnish the following information as to the trustee:

(a) Name and address of each examining or supervising authority to which it is subject.

<u>Name</u>	<u>Address</u>
Comptroller of the Currency – United States Department of the Treasury	Washington, D.C. 20219
Federal Reserve Bank	San Francisco, California 94105
Federal Deposit Insurance Corporation	Washington, D.C. 20429

(b) Whether it is authorized to exercise corporate trust powers.

Yes.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the “Act”) and 17 C.F.R. 229.10(d).

1. A copy of the articles of association of The Bank of New York Trust Company, N.A. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-121948 which is incorporated by reference).
2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948 which is incorporated by reference).
3. A copy of the authorization of the trustee to exercise corporate trust powers. (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-121948 which is incorporated by reference).
4. A copy of the existing by-laws of the trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-121948 which is incorporated by reference).
5. Not applicable.
6. The consent of the trustee required by Section 321(b) of the Act. (Exhibit 6 to Form T-1 filed with Registration Statement No. 333-121948 which is incorporated by reference).
7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.
8. Not applicable.
9. Not applicable.

SIGNATURE

Pursuant to the requirements of the Act, the trustee, The Bank of New York Trust Company, N.A., a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of Chicago, and State of Illinois, on the 5th day of December, 2006.

THE BANK OF NEW YORK TRUST COMPANY, N.A.

By: /s/ BENITA A. VAUGHN

Benita A. Vaughn
Vice President