

WAL MART STORES INC

Reported by **GEARHART JEFFREY J**

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/01/14 for the Period Ending 03/30/14

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





[] 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

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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 or Section 30(h) of the Investment Company Act of 1940

2. Issu	. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
WAI	L MART	STO	RE	ES IN	C [V	VMT]					
3. Dat	3. Date of Earliest Transaction (MM/DD/YYYY)							Director 10% Owner				
											Other (spec	ify below)
		3/30	0/2	2014				Executive Vic	e Preside	ent		
4. If A	Amendmen	t, Date (Ori	ginal F	iled (M	IM/DD			r Joint/G1	oup Filing	g (Check Ap	plicable
								•				
		1	qui									
2. Trans. Date	Deemed Execution	3. Trans. Code (Instr. 8)	(A) or Disposed of			of (D)	Follow	ng Reported Transaction(s)			Ownership of Indirect Form: Beneficia	Beneficial
	Date, if any				(A)							Ownership (Instr. 4)
		Code	v	Amount	or (D)	Price					(I) (Instr. 4)	,
3/30/2014		F		729 (1)	D	\$76.01		101902	2.006		D	
								1025.7	574		I	By 401(k) Plan
ities Bene	eficially O	wned (e.g.	. , puts	, calls	, war	rants,	options, conve	ertible see	curities)		
Code Instr. 8)	Derivative Se Acquired (A) Disposed of (ecurities or (D)		6. Date Exercisable 7. Title and Expiration Date Securitie Derivati			curities Un	Inderlying Derivative of Security derivative (Instr. 5) Securities Beneficial Owned Following		of derivative Securities Beneficially	Ownership Form of Benefi Derivative Owner Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Code V	(A)			e rcisable	Expirati Date	on Titl	Amour Shares			Reported Transaction (s) (Instr. 4)		
	WAI 3. Dat 4. If A 4. If A 2. Trans. Date 3/30/2014 ities Bend 4. Trans. Code (Instr. 8)	WAL MART 3. Date of Earlie 4. If Amendmen 4. If Amendmen 2. Trans. Date 2. Trans. Date 2. Trans. Deemed Execution Date, if any 3/30/2014 ities Beneficially O 4. Trans. Code (Instr. 8) 5. Number of Derivative Se Acquired (A, Disposed of (Instr. 3, 4 ar	WAL MART STO 3. Date of Earliest Trans 3/36 4. If Amendment, Date of Executions Acode Execution Date, if any Code 3/30/2014 F ities Beneficially Owned (4. Trans. Code (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	WAL MART STORE 3. Date of Earliest Transact 3/30/2 4. If Amendment, Date Original Properties Acquires Acquir	WAL MART STORES IN (a) 3. Date of Earliest Transaction (MN 3/30/2014 4. If Amendment, Date Original Final Acquired, Dispensed Execution Date, if any Code V Amount 3/30/2014 F 729 (1) ities Beneficially Owned (e.g., puts Acquired (A) or Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Execution Date Exercically Ones (Instr. 8) Date Exercically Ones (Instr. 8) Date Exercically Date Exercically Ones (Instr. 3, 4 and 5)	WAL MART STORES INC [W 3. Date of Earliest Transaction (MM/DD/Y 3/30/2014 4. If Amendment, Date Original Filed (Martin State Securities Acquired, Disposed (Instr. 8) 2. Trans. Deemed Execution Date, if any Code V Amount (A) or Disposed (Instr. 3, 4 and 5) ities Beneficially Owned (e.g., puts, calls and Expiration Date (Instr. 8) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Exercisable Date Expiration Date (Instr. 3, 4 and 5)	WAL MART STORES INC [WMT] 3. Date of Earliest Transaction (MM/DD/YYYY) 3/30/2014 4. 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Amount of Securities Beneficially Owned (Following Reported Transaction(s) (Instr. 3 and 4) 4. Trans. (A) Group Filing Line) 5. Amount of Securities Beneficially Owned (Following Reported Transaction(s) (Instr. 3 and 4) 4. Trans. (Some of Code (Instr. 8)	WAL MART STORES INC [WMT] 3. Date of Earliest Transaction (MM/DD/YYYY) 3/30/2014 4. If Amendment, Date Original Filed (MM/DD/YYYY) 4. If Amendment, Date Original Filed (MM/DD/YYYY) 5. Individual or Joint/Group Filing (Check Ap Line) X_Form filed by One Reporting Person Form filed by More than One Reporting Person Date Deemed Execution Date, if any Code (Nastr. 8) Code V Amount (D) Price (A) or Original Filed (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) Or Original Filed (A) or Disposed of (D) (Instr. 3 and 4) (A) Or Original Filed (A) or Disposed of (D) (Instr. 3 and 4) (A) Or Original Filed (MM/DD/YYYY) (Instr. 3) A and 5) (A) Ownership Form: Direct (D) or Indirect (D) (Instr. 3 and 4) (Instr. 3) Director ———————————————————————————————————

Explanation of Responses:

(1) Represents shares withheld to satisfy tax withholding obligations upon the vesting of restricted stock.

Reporting Owners

Paparting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Gearhart Jeffrey J 702 SOUTHWEST 8TH STREET			Executive Vice President					
BENTONVILLE, AR 72716-0215								

Signatures

/s/ Erron W. Smith, by Power of Attorney

** 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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