

# WAL MART STORES INC

Reported by  
**WHALEY STEVEN P**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/06/14 for the Period Ending 03/04/14

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

# FORM 4

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

OMB APPROVAL  
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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).

## 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

|  |         |          |   |  |  |   |  |  |
|--|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person *          |         |          | 2. Issuer Name and Ticker or Trading Symbol       |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)   |  |  |
| <b>Whaley Steven P</b>                             |         |          | <b>WAL MART STORES INC</b><br><b>[ WMT ]</b>      |  |  | <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span><br><input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span><br><b>Senior Vice President</b> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |   |  |  |
|  |         |          | <b>3/4/2014</b>                                   |  |  |   |  |  |
| 702 SW 8TH STREET<br>(Street)                      |         |          | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |  |
| <b>BENTONVILLE, AR 72716-0215</b>                  |         |          |   |  |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |
| BENTONVILLE, AR 72716-0215<br>(City) (State) (Zip) |         |          |   |  |  |   |  |  |

**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                    | 3/4/2014       |                                   | A                         |   | 4591<br>(1)   | A          | \$74.12 | 31405   | D  |   |
| Common Stock                    | 3/4/2014       |                                   | D                         |   | 1153<br>(2)   | D          | \$74.12 | 30252   | D  |   |

**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 |  |   |  |  |

**Explanation of Responses:**

- (1) Represents the vesting of performance share units for the three-year period ending January 31, 2014, as certified by the Compensation, Nominating and Governance Committee on March 4, 2014. The receipt of a portion of the vested shares was deferred to a future date under an election made in a prior year.
- (2) Represents shares withheld to satisfy tax withholding obligations upon the vesting of performance share units.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| <b>Whaley Steven P</b><br><b>702 SW 8TH STREET</b><br><b>BENTONVILLE, AR 72716-0215</b> |               |           | <b>Senior Vice President</b> |       |

**Signatures**

/s/ Geoffrey W. Edwards, by Power of Attorney

3/6/2014

Date

\*\* Signature of Reporting Person

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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