

# WAL MART STORES INC

Reported by  
**WALTON JIM C**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/07/11 for the Period Ending 06/03/11

|             |   |
|-------------|---|
| 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

[ ] 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,  
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><br><br><b>WALTON JIM C</b><br><br><small>(Last) (First) (Middle)</small><br><br><b>702 SW 8TH STREET</b><br><br><small>(Street)</small><br><br><b>BENTONVILLE, AR 72716-0215</b><br><br><small>(City) (State) (Zip)</small> | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>WAL MART STORES INC</b><br><b>[ WMT ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span><br><br><input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>6/3/2011</b></p>   |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b><br><br>   |  |   |

**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                    | 6/3/2011       |                                   | A                         |   | 3261  | A          | \$0 (1) | 10496480.2448   | D  |   |
| Common Stock                    |                |                                   |                           |   |   |            |         | 1680506739  | I (2)  | By Limited Liability Company                          |
| Common Stock                    |                |                                   |                           |   |   |            |         | 42  | I  | By Minor Children (3)                                 |

**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 |  |   |  |  |

**Explanation of Responses:**

- (1) Represents annual equity grant as part of the Reporting Person's non-management director compensation. The receipt of these shares was deferred to a future date under an election made in a prior year.
- (2) The reporting person is a member of Walton Enterprises, Limited Liability Company ("LLC"), the LLC that owns the reported securities. The reporting person disclaims beneficial ownership of the reported securities held by the LLC except to the extent of his pecuniary interest therein.
- (3) The reporting person disclaims beneficial ownership of the reported securities.

**Reporting Owners**

|  |               |
|--|---------------|
|  | Relationships |
|--|---------------|

| Reporting Owner Name / Address                                  | Director | 10% Owner | Officer | Other |
|---|----------|-----------|---------|-------|
| WALTON JIM C<br>702 SW 8TH STREET<br>BENTONVILLE, AR 72716-0215 | X        | X         |         |       |

**Signatures**

/s/ Jennifer F. Rudolph, by Power of Attorney

6/7/2011

\*\* 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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