#### **WALTON S ROBSON**

Form 4

December 08, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

January 31, 2005

0.5

Estimated average

burden hours per

response...

Expires:

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, may continue.

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

Common

Stock

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * WALTON S ROBSON			ssuer Name <b>and</b> Ticker or Trading bol L MART STORES INC [WMT]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)		te of Earliest Transaction	•			
			nth/Day/Year) 08/2011	X DirectorX 10% OwnerX Officer (give title Other (specify below)  Chairman of the Board			
	(Street)		Amendment, Date Original (Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
BENTON	VILLE, AR 72710	6-0215		Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	<b>Γable I - Non-Derivative Securities Acc</b>	quired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, is any (Month/Day/Year	Code (Instr. 3, 4 and 5)	Securities Ownership Indirect Beneficial Beneficially Form: Ownership Owned Following Direct (D) (Instr. 4) Reported or Indirect Transaction(s) (I) (Instr. 3 and 4) (Instr. 4)			
Common Stock	12/08/2011		J <u>(1)</u> 70,615,608 D <u>(1)</u>	1,609,891,131 I (2)  By Limited Liability Company			
Common Stock				2,781,783 D			
Common Stock				490,088 I (3) By Trust			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Sharing/401(k)

**Profit** 

I (4)

63,517.2755

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	01			
						Exercisable	•	Title Number			
								of			
				Code V	(A) (D)			S	hares		

# **Reporting Owners**

Reporting Owner Name / Address		Relationships	
	 4004 0		

Other Director 10% Owner Officer

702 S.W. 8TH STREET

X X Chairman of the Board

BENTONVILLE, AR 72716-0215

# **Signatures**

WALTON S ROBSON

/s/ Jennifer F. Rudolph, by power of attorney

12/08/2011

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- 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).
- Such Common Stock was distributed in a redemption of a membership interest in Walton Enterprises, LLC, the entity that owns the **(1)** reported securities. The closing price of such Common Stock on the date of distribution was \$57.98 per share.
- The reporting person is a member of Walton Enterprises, LLC, the entity that owns the reported securities. The reporting person disclaims **(2)** beneficial ownership of the reported securities held by such LLC except to the extent of his pecuniary interest therein.
- The reporting person is a trustee of a trust that owns the reported securities. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interests therein.
- Represents shares held through the Walmart 401(k) Plan, as amended and restated, in which the reporting person is a participant. The information reported herein is based on a plan statement dated December 7, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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