

WAL MART STORES INC
 Form 4
 June 29, 2016

FORM 4

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

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WALTON JIM C

(Last) (First) (Middle)
 702 SW 8TH STREET
 (Street)
 BENTONVILLE, AR 72716-0215
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WAL MART STORES INC [WMT]

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/27/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Common Stock	06/27/2016		S	478,158 D	\$ 71.6 (1) 174,085,047	I	By Trust
Common Stock	06/28/2016		S	912,142 D	\$ 71.26 (2) 173,172,905	I	By Trust
Common Stock	06/28/2016		S	59,700 D	\$ 71.77 (3) 173,113,205	I (4)	By Trust
Common Stock					10,507,127.0465 (5)	D	
Common Stock					1,415,891,131	I (6)	By Limited

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This sale from the Walton Family Holdings Trust was executed in multiple trades at prices ranging from \$70.67 to \$71.66, inclusive. The price reported above reflects the weighted average sales price. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and prices at which the transaction was effected.

- (3) This sale from the Walton Family Holdings Trust was executed in multiple trades at prices ranging from \$71.67 to \$71.86, inclusive. The price reported above reflects the weighted average sales price. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and prices at which the transaction was effected.

- (4) The reporting person is a co-trustee of the Walton Family Holdings Trust, the entity that owns 173,113,205 shares of Common Stock. The reporting person disclaims beneficial ownership of the reported securities held by such Trust except to the extent of his pecuniary interest therein.

- (5) Balance adjusted to reflect phantom shares acquired as dividend equivalents on deferred stock.

- (6) The reporting person is a member of Walton Enterprises, LLC, the entity that owns 1,415,891,131 shares of Common Stock. The reporting person disclaims beneficial ownership of the reported securities held by such LLC except to the extent of his pecuniary interest therein.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.