

WAL MART STORES INC
Form 4
November 25, 2015

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, 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 *
DUKE MICHAEL T

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
702 S.W. 8TH STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/24/2015

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

BENTONVILLE, AR 72716-0215
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)			
			Code	V	Amount or Price					
Common Stock	11/24/2015		M		118,188 (1)	A	\$ 60.0881	575,029.4654	D	
Common Stock	11/24/2015		D		101,802 (2)	D	\$ 60.0881	473,227.4654 (3)	D	
Common Stock								400,000	I	By LLC
Common Stock								2,600	I	By Trust for Wife
Common Stock								50,400	I	By Wife's Trust for Children

Common Stock	27,300	I	By Reporting Person's Trust for Children
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 45.69	11/24/2015		M	118,188	<u>(4)</u>	01/04/2016	Common Stock	118,188

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUKE MICHAEL T 702 S.W. 8TH STREET BENTONVILLE, AR 72716-0215			X	

Signatures

/s/ Geoffrey W. Edwards, by Power of Attorney
11/25/2015

__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).

- These shares were acquired by the Reporting Person upon the exercise of the stock options reported in Table II of this Form 4. The expiration for such options was January 4, 2016. Of the resulting shares, 101,802 shares were sold to cover the exercise price and applicable withholding taxes, fees, and commissions. The remaining 16,386 shares were delivered to the Reporting Person.
- (1) expiration for such options was January 4, 2016. Of the resulting shares, 101,802 shares were sold to cover the exercise price and applicable withholding taxes, fees, and commissions. The remaining 16,386 shares were delivered to the Reporting Person.
 - (2) These shares were acquired by the Reporting Person upon the exercise of the stock options reported in Table II of this Form 4. The expiration for such options was January 4, 2016. Of the resulting shares, 101,802 shares were sold to cover the exercise price and

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applicable withholding taxes, fees, and commissions. The remaining 16,386 shares were delivered to the Reporting Person.

- (3) Balance adjusted to reflect the distribution to the Reporting Person of all shares previously held in the Walmart 401(k) plan upon the Reporting Person's retirement.
- (4) These options became exercisable in five equal annual installments beginning on January 5, 2007.

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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