

DUKE MICHAEL T  
Form 4  
November 21, 2012

**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**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/19/2012**

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

**President and CEO**

(Street)  
**BENTONVILLE, AR 72716-0215**

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

(City) (State) (Zip)

**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	(A) or (D)	Price
Common Stock	11/19/2012		M		110,335	A	\$ 51.92
Common Stock	11/19/2012		M		250,000	A	\$ 48.07
Common Stock	11/19/2012		F		301,965 (1)	D	\$ 69.02
Common Stock	11/21/2012		G	V	27,300 (2)	A	\$ 0
Common Stock	11/21/2012		G	V	27,300 (2)	D	\$ 0
							1,254.8426
							I

Common Stock						By 401(k) Plan
Common Stock	25,754	I				By wife

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Options	\$ 51.92	11/19/2012		M	110,335	<u>(3)</u> 01/08/2013	Common Stock	110,335
Stock Options	\$ 48.07	11/19/2012		M	250,000	<u>(4)</u> 02/02/2013	Common Stock	250,000

## 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		President and CEO	

## Signatures

/s/ Geoffrey W. Edwards, by Power of Attorney  
Date: 11/21/2012

\*\*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).

(1)

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These shares were acquired by the Reporting Person upon the exercise of stock options as reported on the preceding two lines of this Form 4 but were withheld by the Issuer in satisfaction of the Reporting Person's obligation to pay the exercise price of the option and related tax withholding obligations. The Reporting Person retained ownership of the remaining shares issued upon the exercise of the stock options.

- (2) On November 21, 2012, the Reporting Person transferred 27,300 shares into a family trust of which the Reporting Person's wife is the sole trustee.
- (3) These options became exercisable in five equal annual installments beginning January 9, 2004.
- (4) These options became exercisable in five equal annual installments beginning February 3, 2006.

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