

[] 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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *				*										. Relationship of Reporting Person(s) to Issuer Check all applicable)			
Chambers M	lary Sus	an		1	WAI	L MAR	T ST	Ol	RES I	NC	•						
				l	[ WMT ]								Directo	Director 10% Owner			wner
(Last)	(Last) (First) (Middle)				3. Date of Earliest Transaction (MM/DD/YYYY)								X _ Officer (give title below) _			Othe	er (specify
													below) <b>Executive</b>	Executive Vice President			
702 S.W. 8TH STREET					7/31/2015								Executive	VICC 11	CSIGCIIC		
(Street)					4. If Amendment, Date Original Filed (MM/DD/YYYY)								6. Individual or Joint/Group Filing (Check Applicable Line)				
BENTONVI	LLE, AI	R 727	<b>716-0215</b>														
(City) (State) (Zip)													_ X _ Form filed by One Reporting Person Form filed by More than One Reporting Person				
			*	L									1 01111 1110	d by More	нан оне жер	orting rerso	
		Tab	le I - Non	-Deri	ivativ	e Securi	ties Acc	ղաi	ired, D	ispo	sed	of, or	Beneficially	<b>Owned</b>			
1.Title of Security					rans.	2A.	Code Acquir			equired (A) or Follo			nount of Securities Beneficially Owned				7. Nature
(Instr. 3)				Date	e	Deemed Execution						owing Reported Transaction(s) r. 3 and 4)			Ownership of Ind Form: Benef	of Indirect Beneficial	
					Date, if		(Instr. 3,		4 and 5)						Ownership (Instr. 4)		
						any				(A)						(I) (Instr.	(Instr. 4)
							Code	V	Amount		Pri	ice				4)	
Common Stock 7/3				7/31	31/2015		F		3897 (1)	D	\$72.	.16	226074.782 (2)			D	
Common Stock													510.	7736 (3)		I	By 401(k)
																	l.
	ble II - De	rivati						_					nts, options,	•	•	1	1
1. Title of Derivate Security	2. Conversion	3. Trans.	3A. 4 Deemed T	rans.	5. Nu Deriv	mber of	6. Date Exercisable and Expiration Date				7. Title and Amou Securities Underly			<ol><li>Price of Derivative</li></ol>	9. Number of	10. Ownership	11. Nature of Indirect
(Instr. 3)	or Exercise		Execution C	ode	Secur					De	erivat	ive Secu		,	derivative Securities	Form of 1	Beneficial
	Price of Date, if (Instr.			nstr. 8)	8) Acquired (A) or Disposed of (D)		(Instr. 3 and 4)					3 and 4)				Derivative Security:	Ownership (Instr. 4)
Security				, , , , , , , , , , , , , , , , , , ,	2.41							Owne	Owned	Direct (D)			
				(Instr. 3, 4 and 5)									Following Reported	or Indirect (I) (Instr.			
					1				Expiratio	n Tit	Title Amount or		Number of		Transaction (s) (Instr. 4)	1 ′	
				ode V	(A) (D)		Exercisable Date		Date			hares			(5) (111501. 4)		

## **Explanation of Responses:**

- (1) Represents shares withheld to satisfy tax withholding obligations pertaining to the payout and deferral of restricted shares.
- (2) Balance adjusted to reflect shares acquired through the Wal-Mart Stores, Inc. 2004 Associate Stock Purchase Plan.
- (3) Balance adjusted to reflect shares acquired through the Walmart 401(k) Plan.

Reporting Owners

Treporting o where										
Paparting Owner Name / Address	Relationships									
Reporting Owner Name / Address	Director	10% Owner	Officer	Other						
Chambers Mary Susan										
702 S.W. 8TH STREET			Executive Vice President							
BENTONVILLE, AR 72716-0215										

## **Signatures**

/s/ Geoffrey W. Edwards, by Power of Attorney

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