

WAL MART STORES INC

Reported by **ASHE NEIL**

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/03/15 for the Period Ending 01/30/15

Address 702 SOUTHWEST 8TH ST

BENTONVILLE, AR 72716

Telephone 5012734000

CIK 0000104169

Symbol WMT

SIC Code 5331 - Variety Stores

Industry Retail (Department & Discount)

Sector Services

Fiscal Year 01/31





[] 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 *				2.	2. Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
ASHE NEIL				V	AI	MAR	T ST	ORI	ES II	NC [WI	MT]					
(Last) (First) (Middle)					3. Date of Earliest Transaction (MM/DD/YYYY)								Director 10% Owner				
850 CHERRY AVENUE													X Officer (give title below) Other (specify below) Executive Vice President				
(Street)					4. If Amendment, Date Original Filed (MM/DD/YYYY)								6. Individual or Joint/Group Filing (Check Applicable Line)				
SAN BRUNO,	CA 940	66											V Form filed	hri Ona Dam	outin a Danson		
(City) (State) (Zip)													_ X _ Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Tak	ole I - Noi	1-Deri	vati	ve Securi	ities A	cqui	red, I	Dispos	sed o	of, or B	eneficially Ov	vned			
				2. Tra Date	ns.	2A. Deemed Execution Date, if any	3. Trac Code (Instr.		Acqui Dispos	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		Follo	5. Amount of Securities Beneficial Following Reported Transaction(s) (Instr. 3 and 4)		Owned	Form: Direct (D) or Indirect (I) (Instr.	7. Nature of Indirect Beneficial Ownership (Instr. 4)
							Cod	le V	-	nt (D)	Pric	e				4)	
Common				1/30/2	2015		F		9573 (1)	D	\$87.7	/2	17576	8.419		D	
Т	able II - 1	Derivati	ive Secur	ities B	enef	icially O	wned	(e.g.	, put	s, cal	ls, w	arrant	s, options, con	vertible	securities)	
Security Conversion Date Deemed Co-			4. Trans Code (Instr. 8)		acquired (A) Disposed of (6. Date Exercisable and Expiration Date			ecurities U erivative S nstr. 3 and	14)	derlying Derivative Security (Instr. 5)		Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exerci	isable l	Expirati Date	on Ti	Amou Share	ant or Number of s		Reported Transaction (s) (Instr. 4)	(I) (Instr. 4)	

Explanation of Responses:

(1) Represents shares withheld to satisfy tax withholding obligations upon the vesting of restricted stock.

Reporting Owners

reporting o where										
Departing Owner Name / Address	Relationships									
Reporting Owner Name / Address	Director	10% Owne	rOfficer	Other						
ASHE NEIL										
850 CHERRY AVENUE			Executive Vice President							
SAN BRUNO, CA 94066										

Signatures

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

** Signature of Reporting Person

Date

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.