

HOLLEY CHARLES M
Form 4
December 04, 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 *
HOLLEY CHARLES M

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)

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

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

702 S.W. 8TH STREET

11/30/2012

Executive Vice President

(Street)

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

BENTONVILLE, AR 72716-0215

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/30/2012 | | M | | 18,707 | A | \$ 52.12 |
| Common Stock | 11/30/2012 | | M | | 13,603 | A | \$ 53.35 |
| Common Stock | 11/30/2012 | | M | | 23,043 | A | \$ 47.26 |
| Common Stock | 11/30/2012 | | M | | 16,415 | A | \$ 45.69 |
| Common Stock | 11/30/2012 | | F | | 58,979 | D | \$ 72.02 |

Common Stock 1,350.11 ⁽³⁾ I By 401(k) Plan

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 52.12 | 11/30/2012 | | M | 18,707 | ⁽⁴⁾ 01/04/2014 | Common Stock | 18,707 |
| Stock Option | \$ 53.35 | 11/30/2012 | | M | 13,603 | ⁽⁵⁾ 01/02/2015 | Common Stock | 13,603 |
| Stock Option | \$ 47.26 | 11/30/2012 | | M | 23,043 | ⁽⁶⁾ 03/11/2017 | Common Stock | 23,043 |
| Stock Option | \$ 45.69 | 11/30/2012 | | M | 16,415 | ⁽⁷⁾ 01/04/2016 | Common Stock | 16,415 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HOLLEY CHARLES M 702 S.W. 8TH STREET BENTONVILLE, AR 72716-0215 | | | Executive Vice President | |

Signatures

/s/ Erron W. Smith, by Power of Attorney 12/04/2012

**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).

- These shares were acquired by the Reporting Person upon the exercise of stock options as reported on the preceding four 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 options and related tax withholding obligations. The Reporting Person retained ownership of the remaining shares issued upon the exercise of the options.
- (1) Balance adjusted to reflect shares acquired through the Wal-Mart Stores, Inc. 2004 Associate Stock Purchase Plan.
 - (2) Balance adjusted to reflect shares acquired through the Walmart 401(k) Plan.
 - (3) These options became exercisable in five equal annual installments beginning January 5, 2005.
 - (4) These options became exercisable in five equal annual installments beginning January 3, 2006.
 - (5) These options became exercisable in five equal annual installments beginning March 12, 2008.
 - (6) These options became exercisable in five equal annual installments beginning 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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