

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ Annual report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

for the fiscal year ended January 31, 2009,

or

☐ Transition report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

Commission file number 1-6991.

WAL★MART®

**Saving people money
so they can live better**

WAL-MART STORES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

71-0415188
(IRS Employer
Identification No.)

702 S.W. 8th Street
Bentonville, Arkansas
(Address of principal executive offices)

72716
(Zip Code)

Registrant's telephone number, including area code: (479) 273-4000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Common Stock, par value \$0.10 per share

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for at least the past 90 days. Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "accelerated filer," large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer x

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No x

As of July 31, 2008, the aggregate market value of the voting common stock of the registrant held by non-affiliates of the registrant, based on the closing sale price of those shares on the New York Stock Exchange reported on July 31, 2008, was \$130,849,375,750. For the purposes of this disclosure only, the registrant has assumed that its directors, executive officers and beneficial owners of 5% or more of the registrant's common stock are the affiliates of the registrant.

The registrant had 3,915,118,871 shares of common stock outstanding as of March 27, 2009.

DOCUMENTS INCORPORATED BY REFERENCE

Document	Parts Into Which Incorporated
Portions of Annual Report to Shareholders for the Fiscal Year Ended January 31, 2009 ("Annual Report to Shareholders") included as an exhibit to this Form 10-K	Parts I and II
Portions of Proxy Statement for the Annual Meeting of Shareholders to be held June 5, 2009 ("Proxy Statement")	Part III

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS AND INFORMATION

This Annual Report on Form 10-K, the other reports, statements, and information that Wal-Mart Stores, Inc. (which individually or together with its subsidiaries, as the context otherwise requires, is hereinafter referred to as “we,” “Wal-Mart” or the “Company”) has previously filed or that we may subsequently file with the Securities and Exchange Commission (“SEC”) and public announcements that we have previously made or may subsequently make include, may include, or may incorporate by reference certain statements that may be deemed to be “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, and that are intended to enjoy the protection of the safe harbor for forward-looking statements provided by that Act. The forward-looking statements included or incorporated by reference in this Form 10-K and that are or may be included or incorporated by reference in those reports, statements, information and announcements address our future economic performance, activities, events or developments that we expect or anticipate will or may occur in the future, including or relating, but not limited to, our expected results of operations for certain periods, including our expected sales or earnings per share for certain periods and our comparable stores sales from one period to another period, the amount, nature and allocation of future capital expenditures, opening of additional stores and clubs in the United States and additional units in the other countries in which we operate, conversion of discount stores into supercenters, relocations of existing units, remodeling of or special projects at existing units, expansion and other development trends of the retail industry, our ability to integrate newly acquired operations into our existing operations, our business strategy, our pricing strategy, our cost of goods, our inventory levels, the anticipated success and timing of various operating initiatives, our ability to increase our market share, our financing strategy, expansion and growth of our business, changes in our operations, including the mix of products sold, changes in expected sales of certain categories of products, our liquidity and ability to access the capital markets, the effect of economic developments on our customers, our operations and our results of operations, our annual tax rate, and other similar matters. Forward-looking statements are often identified by the use of words or phrases such as “anticipate,” “believe,” “could occur,” “could result,” “continue,” “estimate,” “expect,” “forecast,” “plan,” “projected,” “will be,” “will continue,” “will change,” “will decrease,” “will have,” “will increase” and “will remain.” Although we believe the expectations expressed in the forward-looking statements included in this Form 10-K and such reports, statements, information and announcements are based or will be based on reasonable assumptions within the bounds of our knowledge of our business, a number of factors could cause our actual results to differ materially from those expressed or implied in any forward-looking statements, whether oral or written, made by us or on our behalf. Many of these factors have previously been identified in filings or statements made by us or on our behalf.

Our business operations are subject to numerous risks, factors and uncertainties, domestically and internationally, that are outside our control. Any one, or a combination, of these risks, factors and uncertainties could materially affect our financial performance, our results of operations, including our sales, earnings per share or comparable store sales for any period, business operations, business strategy, plans, goals and objectives. These factors include, but are not limited to: general economic conditions, including the current economic crisis and disruption in the financial markets, unemployment levels, consumer credit availability, levels of consumer disposable income, consumer spending patterns and debt levels, inflation, the cost of the goods we sell, labor costs, transportation costs, the cost of diesel fuel, gasoline, natural gas and electricity, the cost of healthcare benefits, accident costs, our casualty and other insurance costs, information security costs, the cost of construction materials, availability of acceptable building sites for new stores, clubs and other formats, competitive pressures, accident-related costs, weather patterns, catastrophic events, storm and other damage to our stores and distribution centers, weather-related closing of stores, availability and transport of goods from domestic and foreign suppliers, currency exchange fluctuations and volatility, trade restrictions, changes in tariff and freight rates, adoption of or changes in tax and other laws and regulations that affect our business, costs of compliance with laws and regulations, the outcome of legal proceedings to which we are a party, interest rate fluctuations, changes in employment legislation and other capital market, economic and geo-political conditions and events, including civil unrest and terrorist attacks. Moreover, we typically earn a disproportionate part of our annual operating income in the fourth quarter as a result of the seasonal buying patterns. Those buying patterns are difficult to forecast with certainty. The foregoing list of factors that may affect our operations and financial performance is not exclusive. Other factors and unanticipated events could adversely affect our business operations and financial performance. Our business operations, results of operations, financial condition and liquidity are subject to other risk factors, which we discuss below under the caption “Item 1A. Risk Factors.” Readers are urged to consider all of these risks, uncertainties and other factors carefully in evaluating the forward-looking statements. Forward-looking statements that we make or that are made by others on our behalf are based on a knowledge of our business and the environment in which we operate, but because of the factors described and listed above, as well as the other risks, uncertainties and other factors, or as a result of changes in facts, assumptions not being realized or other circumstances, actual results may differ materially from those contemplated in the forward-looking statements. Consequently, this cautionary statement qualifies all of the forward-looking statements we make herein and that are incorporated by reference herein. We cannot assure the reader that the results or developments expected or anticipated by us will be realized or, even if substantially realized, that those results or developments will result in the expected consequences for us or affect us, our business, our operations or our operating results in the way we expect. We caution readers not to place undue reliance on such forward-looking statements, which speak only as of their dates. We undertake no obligation to update any of the forward-looking statements to reflect subsequent events or circumstances except to the extent required by applicable law.

**WAL-MART STORES, INC.
ANNUAL REPORT ON FORM 10-K
FOR THE FISCAL YEAR ENDED JANUARY 31, 2009**

PART I

ITEM 1. BUSINESS

General

Wal-Mart Stores, Inc. (“Wal-Mart,” the “Company” or “we”) operates retail stores in various formats around the world and is committed to saving people money so they can live better. We earn the trust of our customers every day by providing a broad assortment of quality merchandise and services at every day low prices (“EDLP”) while fostering a culture that rewards and embraces mutual respect, integrity and diversity. EDLP is our pricing philosophy under which we price items at a low price every day so that our customers trust that our prices will not change under frequent promotional activity. Our fiscal year ends on January 31. During the fiscal year ended January 31, 2009, we had net sales of \$401.2 billion.

Our operations comprise three business segments: Walmart U.S., International and Sam’s Club.

Our Walmart U.S. segment is the largest segment of our business, accounting for 63.7% of our fiscal 2009 net sales and operates stores in three different formats in the United States, as well as Wal-Mart’s online retail operations, walmart.com. Our Walmart U.S. retail formats include:

- Discount stores, which average approximately 108,000 square feet in size and offer a wide assortment of general merchandise and a limited variety of food products;
- Supercenters, which average approximately 186,000 square feet in size and offer a wide assortment of general merchandise and a full-line supermarket; and
- Neighborhood Markets, which average approximately 42,000 square feet in size and offer a full-line supermarket and a limited assortment of general merchandise.

At January 31, 2009, our International segment consisted of retail operations in 14 countries and Puerto Rico. This segment generated 24.6% of our fiscal 2009 net sales. The International segment includes numerous different formats of retail stores and restaurants, including discount stores, supercenters and Sam’s Clubs that operate outside the United States.

Our Sam’s Club segment consists of membership warehouse clubs in the United States and the segment’s online retail operations, samsclub.com. Sam’s Club accounted for 11.7% of our fiscal 2009 net sales. Our Sam’s Clubs average approximately 133,000 square feet in size.

We maintain our principal offices at 702 S.W. 8th Street, Bentonville, Arkansas 72716, USA.

The Development of Our Company

Although Wal-Mart was incorporated in Delaware in October 1969, the businesses conducted by our founders began in 1945 when Sam M. Walton opened a franchise Ben Franklin variety store in Newport, Arkansas. In 1946, his brother, James L. Walton, opened a similar store in Versailles, Missouri. Until 1962, our founders’ business was devoted entirely to the operation of variety stores. In that year, the first Wal-Mart Discount City, which was a discount store, opened in Rogers, Arkansas. In fiscal 1984, we opened our first three Sam’s Clubs, and in fiscal 1988, we opened our first supercenter. In fiscal 1999, we opened our first Neighborhood Market.

In fiscal 1992, we began our first international initiative when we entered into a joint venture in Mexico, in which we owned a 50% interest along with Cifra S.A. de C.V. (“Cifra”). In fiscal 1998, we acquired the controlling interest in Cifra, and in February 2000, Cifra officially changed its name to Wal-Mart de Mexico, S.A. de C.V. Since fiscal 1992, our international presence has continued to expand. At January 31, 2009, our International segment was comprised of our wholly-owned subsidiaries operating in Argentina, Brazil, Canada, Japan, Puerto Rico and the United Kingdom, our majority-owned subsidiaries operating in five countries in Central America, and in Chile and Mexico, our joint ventures in India and China and our other controlled subsidiaries in China.

At January 31, 2009, we operated 891 discount stores, 2,612 supercenters, 153 Neighborhood Markets and 602 Sam’s Clubs in the United States. At the end of fiscal year 2009, our International segment operated units in Argentina (28), Brazil (345), Canada (318), Chile (197), Costa Rica (164), El Salvador (77), Guatemala (160), Honduras (50), Japan (371), Mexico (1,197), Nicaragua (51), Puerto Rico (56) and the United Kingdom (358). We also operated 243 stores in China through a combination of joint ventures and other controlled subsidiaries at January 31, 2009. At January 31, 2009, our Indian business consisted of wholesale cash-and-carry and back-end supply chain management operations through our joint venture with Bharti Enterprises and technical support to the retail stores of Bharti Retail through a franchise agreement.

Our Business Segments

Our retail operations serve our customers through three segments. The Walmart U.S. segment includes our discount stores, supercenters and Neighborhood Markets in the United States as well as walmart.com. The Sam's Club segment includes the warehouse membership clubs in the United States as well as samsclub.com. The International segment consists of our operations in Argentina, Brazil, Canada, Chile, China, Costa Rica, El Salvador, Guatemala, Honduras, India, Japan, Mexico, Nicaragua, Puerto Rico and the United Kingdom. You will find information concerning the financial results of our segments and the total and long-lived assets of each of those segments in Note 11 to the Consolidated Financial Statements and in Management's Discussion and Analysis of Financial Condition and Results of Operations. We have incorporated by reference in this Annual Report on Form 10-K our Consolidated Financial Statements as of January 31, 2009, and for the year then ended, the Notes to the Consolidated Financial Statements, and Management's Discussion and Analysis of Financial Condition and Results of Operations that are contained in our Annual Report to Shareholders, portions of which are included as an exhibit hereto.

Walmart U.S. Segment

The Walmart U.S. segment had net sales of \$255.7 billion, \$239.5 billion and \$226.3 billion for the fiscal years ended January 31, 2009, 2008 and 2007, respectively. During the most recent fiscal year, no single discount store, supercenter or Neighborhood Market location accounted for as much as 1% of total Company net sales.

General. As a mass merchandiser of consumer products, the Walmart U.S. segment operates retail stores in all 50 states, with discount stores in 47 states, supercenters in 48 states and Neighborhood Markets in 16 states. Our discount stores range in size from 30,000 square feet to 219,000 square feet, with an average size of approximately 108,000 square feet. Supercenters range in size from 94,000 square feet to 260,000 square feet, with an average size of approximately 186,000 square feet. Neighborhood Markets range in size from 36,000 square feet to 62,000 square feet, with an average size of approximately 42,000 square feet. From time to time, Walmart U.S. tests different store formats to meet market demands and needs. Customers can also purchase a broad assortment of merchandise and services online at www.walmart.com.

WALMART U.S. SEGMENT STORE COUNT AND SQUARE FOOTAGE ⁽¹⁾ FISCAL YEARS ENDED JANUARY 31, 2005 THROUGH 2009

Fiscal Year	Walmart U.S. Discount Stores					Walmart U.S. Supercenters			
	Opened	Closed	Conversions ⁽²⁾	Total	Square Footage	Opened ⁽²⁾	Closed	Total	Square Footage
Balance Forward				1,478	145,065			1,471	275,067
2005	36	2	159	1,353	135,481	242	-	1,713	320,056
2006	24	2	166	1,209	123,607	267	-	1,980	370,711
2007	15	2	147	1,075	114,507	279	3	2,256	421,211
2008	7	2	109	971	104,561	191	-	2,447	456,516
2009	2	4	78	891	96,304	165	-	2,612	486,625
Walmart U.S. Neighborhood Markets					Total				
Fiscal Year	Opened	Closed	Total	Square Footage	Opened ⁽³⁾	Closed	Total	Square Footage	
Balance Forward			64	2,778			3,013	422,910	
2005	21	-	85	3,621	140	2	3,151	459,158	
2006	15	-	100	4,218	140	2	3,289	498,536	
2007	12	-	112	4,672	159	5	3,443	540,390	
2008	20	-	132	5,552	109	2	3,550	566,629	
2009	23	2	153	6,370	112	6	3,656	589,299	

(1) "Total" and "Square Footage" columns are as of January 31, of the years shown. Square footage is reported in thousands.

(2) Includes expansions, relocations and conversions of discount stores to supercenters.

(3) Total opened, net of expansions, relocations and conversions of discount stores to supercenters.

Merchandise. Walmart U.S. does business in six strategic merchandise units, listed below, across several store formats including discount stores, supercenters and Neighborhood Markets.

- Grocery consists of a full line of grocery items, including meat, produce, deli, bakery, dairy, frozen foods, floral and dry grocery as well as consumables such as health and beauty aids, household chemicals, paper goods and pet supplies.
- Entertainment contains electronics, cameras and supplies, photo processing services, cellular phones, cellular service plan contracts and prepaid service and toys.
- Hardlines consist of fabrics and crafts, stationery and books, automotive accessories, hardware and paint, horticulture and accessories, sporting goods, outdoor entertaining and seasonal merchandise.
- Apparel includes apparel for women, girls, men, boys and infants, shoes and jewelry.
- Health and wellness includes pharmacy and optical services.
- Home includes home furnishings, housewares and small appliances.

The Walmart U.S. segment also offers financial services and products, including money orders, wire transfers, check cashing and bill payment.

Nationally advertised merchandise represents a significant portion of sales in the Walmart U.S. segment. We also market lines of merchandise under our private-label store brands including “Great Value,” “Equate,” “Ol’ Roy,” “Sam’s Choice,” “Spring Valley,” “Parent’s Choice,” “Everstart,” “Faded Glory,” “No Boundaries,” “George,” “Athletic Works,” “Secret Treasures,” “Puritan,” “Durabrand,” “HomeTrends,” “Mainstays,” “Ozark Trail,” “White Stag” and “Canopy.” The Company also markets lines of merchandise under licensed brands, some of which include “General Electric,” “Disney,” “McDonald’s,” “Better Homes & Gardens,” “OP,” “Starter,” “Danskin Now” and “Just My Size.”

Sales for the Walmart U.S. segment by strategic merchandise unit were as follows during the fiscal year ended:

STRATEGIC MERCHANDISE UNITS	January 31,	
	2009	2008
Grocery	49%	47%
Entertainment	13	14
Hardlines	12	12
Apparel	11	12
Health & Wellness	10	9
Home	5	6
Total	100%	100%

Operations. Hours of operation for nearly all supercenters and an increasing number of discount stores and Neighborhood Markets are 24 hours each day. Hours of operation for the remaining discount stores, supercenters and Neighborhood Markets vary by location, but are generally 7:00 a.m. to 10:00 or 11:00 p.m., seven days a week. We accept a variety of payment methods including credit cards, debit cards and a private-label store credit card issued by a third-party provider. In addition, our pharmacy and optical departments accept payments for products and services through our customers' health benefit plans.

Seasonal Aspects of Operations. The Walmart U.S. segment's business is seasonal to a certain extent. Generally, its highest volume of sales occurs in the fourth fiscal quarter, which includes the holiday season, and the lowest volume occurs during the first fiscal quarter.

Competition. Our discount stores compete with other discount, department, drug, variety and specialty stores and supermarkets, many of which are national or regional chains. Our supercenters compete with other supercenter-type stores, hypermarkets, discount stores, supermarkets, department, drug, variety and specialty stores, many of which are national or regional chains. We also compete with internet-based retailers and catalog businesses and with other retailers for new store sites.

Our ability to develop the right locations and offer value and service to our customers largely determines our competitive position within the retail industry. We employ many programs designed to meet competitive pressures within our industry. These programs include the following:

- EDLP – our commitment to price leadership and our pricing philosophy under which we price items at a low price every day so that our customers trust that our prices will not change under frequent promotional activity;
- Rollbacks – our commitment to continually pass cost savings on to the customer by lowering prices on selected goods;
- Store Within a Store – a program to provide accountability to assistant and department managers as to merchandise planning and overall department performance;
- Store of the Community – a program to ensure that the merchandise assortment in a particular store fits the demographic needs of the local community in which that store is located;
- Clean, Fast and Friendly – our commitment to deliver a great customer experience through fast, friendly service in a clean environment;
- Win, Play and Show – a strategy to select a merchandise assortment based on our growth potential, economies of scale and customer credibility in each business; and
- Save Even More – a strategy to meet or be below a competitor's advertised price on key value items.

In addition to these programs, we believe our broad assortment of merchandise that provides one-stop shopping, our in-stock levels that provide confidence to our customers that we will have what they need, and our long operating hours that allow customers to shop at their convenience, provide us with additional competitive advantages.

Distribution. During fiscal 2009, approximately 81% of the Walmart U.S. segment's purchases of merchandise were shipped to the segment's stores through our distribution centers. The balance of merchandise purchased was shipped directly to stores from suppliers. General merchandise is transported to stores primarily through our private truck fleet. However, we contract with common carriers to transport the majority of our perishable and dry grocery merchandise.

Our Walmart U.S. segment operations are supported by 121 distribution facilities as of January 31, 2009, located strategically throughout the continental United States. Of these 121 distribution facilities, we owned and operated 106. Third parties owned and operated the remaining 15 distribution facilities. During fiscal 2009, the Company opened one food import distribution center and closed one walmart.com distribution center. In addition to servicing the Walmart U.S. segment, some of our Wal-Mart distribution centers also service our Sam's Club segment for certain items.

International Segment

The International segment's net sales from continuing operations for the fiscal years ended January 31, 2009, 2008 and 2007, were \$98.6 billion, \$90.4 billion and \$76.9 billion, respectively. During the most recent fiscal year, no single unit accounted for as much as 1% of total Company net sales.

General. Our International segment is comprised of our wholly-owned subsidiaries operating in Argentina, Brazil, Canada, Japan, Puerto Rico and the United Kingdom, our majority-owned subsidiaries operating in five countries in Central America, and in Chile and Mexico, our joint ventures in India and China and our other controlled subsidiaries in China.

INTERNATIONAL SEGMENT UNIT COUNT AND SQUARE FOOTAGE ⁽¹⁾ FISCAL YEARS ENDED JANUARY 31, 2005 THROUGH 2009

Fiscal Year	Argentina		Brazil ⁽²⁾		Canada		Central America		Chile		China ⁽³⁾	
	Unit Count	Square Footage	Unit Count	Square Footage	Unit Count	Square Footage	Unit Count	Square Footage	Unit Count	Square Footage	Unit Count	Square Footage
Balance Forward	11	2,175	25	3,370	235	27,211	-	-	-	-	34	5,713
2005	11	2,175	149	11,393	262	29,953	-	-	-	-	43	7,550
2006	11	2,175	295	23,225	278	31,730	-	-	-	-	56	10,261
2007	13	2,427	299	23,789	289	33,591	413	7,128	-	-	73	13,583
2008	21	3,789	313	24,958	305	36,590	457	7,822	-	-	202	36,391
2009	28	4,373	345	26,371	318	39,501	502	8,277	197	9,564	243	43,165

Fiscal Year	Japan ⁽⁴⁾		Mexico		Puerto Rico		United Kingdom		Total International	
	Unit Count	Square Footage	Unit Count	Square Footage	Unit Count	Square Footage	Unit Count	Square Footage	Unit Count	Square Footage
Balance Forward	-	-	623	35,334	53	3,478	267	21,967	1,248	99,248
2005	-	-	679	39,133	54	3,596	282	23,328	1,480	117,128
2006	375	26,725	774	44,655	54	3,774	315	25,532	2,158	168,077
2007	369	26,887	889	50,401	54	3,829	335	26,800	2,734	188,435
2008	371	24,532	1,023	56,804	54	3,829	352	27,868	3,098	222,583
2009	371	24,478	1,197	63,113	56	4,037	358	28,907	3,615	251,786

(1) Square footage is reported in thousands. Excludes units and square footage for our operations in Germany and South Korea, which we disposed of in October 2006.

(2) Brazil includes 118 Bomprego units acquired in February 2004 and 139 Sonae units acquired in December 2005.

(3) Includes units of Bounteous Company Ltd. ("BCL"). BCL operates 103 hypermarkets in 34 cities in China under the Trust-Mart banner.

(4) Excludes 52 Wakana units, which are take-out restaurants generally less than 1,000 square feet in size. Also excludes 23 Seiyu stores, which have closed or will close in fiscal 2010.

International unit counts and operating formats as of January 31, 2009:

Country	Supermarkets	Discount Stores	Supercenters	Hypermarkets	Other	Total
Argentina	-	-	22	-	6	28
Brazil ⁽¹⁾	155	-	34	71	85	345
Canada ⁽²⁾	-	256	56	-	6	318
Chile	46	76	-	75	-	197
China	-	-	132	103	8	243
Costa Rica	25	122	-	6	11	164
El Salvador	30	45	-	2	-	77
Guatemala	29	109	-	6	16	160
Honduras	7	36	-	1	6	50
Japan	264	-	-	106	1	371
Mexico ⁽³⁾	163	67	154	-	813	1,197
Nicaragua	7	44	-	-	-	51
Puerto Rico	31	7	8	-	10	56
United Kingdom	307	-	30	-	21	358
Grand Total	1,064	762	436	370	983	3,615

(1) "Other" format includes 22 Sam's Clubs, 23 cash-n-carry stores, 39 combination discount and grocery stores and 1 general merchandise store.

(2) "Other" format includes 6 Sam's Clubs that were closed in March of fiscal 2010.

(3) "Other" format includes 91 Sam's Clubs, 279 combination discount and grocery stores, 83 department stores and 360 restaurants.

During fiscal 2009, the Company disposed of Gazeley Limited ("Gazeley"), an ASDA commercial property development subsidiary in the United Kingdom. Consequently, the results of operations associated with Gazeley and the gain on disposal are presented as discontinued operations in our Consolidated Statements of Income and Consolidated Balance Sheets for all periods presented. The cash flows related to this operation were insignificant for all periods presented.

During the third quarter of fiscal 2009, the Company initiated a restructuring program under which the Company's Japanese subsidiary, The Seiyu Ltd., will close 23 stores and dispose of certain excess properties. This restructuring will involve incurring costs associated with lease termination obligations, asset impairment charges and employee separation benefits, although any additional costs are not expected to be material. The costs associated with this restructuring and the results of operations of the affected stores and properties are presented as discontinued operations in our Consolidated Statements of Income and Consolidated Balance Sheets for all periods presented. The cash flows and accrued liabilities related to this restructuring were insignificant for all periods presented.

In January 2009, the Company completed a tender offer for the shares of Distribución y Servicio D&S S.A. ("D&S"), acquiring approximately 58.2% of the outstanding D&S shares (the "First Offer"). D&S has 197 stores, 10 shopping centers and 85 PRESTO financial services branches throughout Chile. The purchase price for the D&S shares in the First Offer was approximately \$1.55 billion. As of January 31, 2009, assets recorded in the acquisition after the First Offer, were approximately \$3.6 billion, including approximately \$1.0 billion in goodwill, liabilities assumed were approximately \$1.7 billion and minority interest was approximately \$395 million. Under the Chilean securities laws, the Company was required after the First Offer to initiate a second tender offer (the "Second Offer") for the remaining outstanding shares of D&S on the same terms as the First Offer. The Company completed the Second Offer in March 2009, acquiring approximately 16.4% of the outstanding D&S shares for approximately \$430 million, resulting in the Company owning approximately 74.6% of the D&S shares. In connection with the transaction, the former D&S controlling shareholders were each granted a put option that is exercisable beginning in January 2011 through January 2016. During the exercise period, the put option allows each former controlling shareholder the right to require the Company to purchase up to all of their shares of D&S (approximately 25.1%) owned following the Second Offer at fair market value at the time of an exercise, if any. The consolidated financial statements of D&S, as well as the allocation of the purchase price as of January 31, 2009, are preliminary.

Merchandise. The merchandising strategy for the International segment is similar to that of our operations in the United States in terms of the breadth and scope of merchandise offered for sale. While brand name merchandise accounts for a majority of sales, numerous store brands not found in the United States have been developed to serve customers in the different markets in which the International segment operates. In addition, steps have been taken to develop relationships with local suppliers in each country to ensure reliable sources of quality merchandise.

Operations. The hours of operation for operating units in the International segment vary by country and by individual markets within countries, depending upon local and national ordinances governing hours of operation. We accept a variety of payment methods including credit cards, debit cards and private-label store credit cards issued by third-party providers. Other consumer finance programs exist in certain markets to facilitate the purchase of goods by the customer.

Across the International segment, we are leveraging best practices, lessons from multiple store formats and global procurement practices. In addition, relationships with key global suppliers continue to help us leverage our volumes across countries.

Seasonal Aspects of Operations. The International segment's business is seasonal to a certain extent. Generally, the highest volume of sales occurs in the fourth fiscal quarter. The seasonality of the business varies by country due to different national and religious holidays, festivals and customs, as well as different climatic conditions.

Competition. The International segment competes with a variety of local, national and international chains in the supermarket, discount, department, drug, variety and specialty stores, supercenter-type stores, hypermarkets, wholesale clubs, internet-based retailers and catalog businesses in each of the countries in which we operate and, in Mexico, with local, national and international restaurant chains. Our ability to offer our customers low prices on quality merchandise that offers exceptional value in the International segment determines, to a large extent, our competitive position. In our international units, our ability to operate the food departments effectively has a major impact on the segment's competitive position in the markets where we operate.

Distribution. We utilize a total of 146 distribution facilities located in Argentina, Brazil, Canada, Chile, China, Costa Rica, El Salvador, Guatemala, Honduras, Japan, Mexico, Nicaragua, Puerto Rico and the United Kingdom and two export consolidation facilities in the United States. Through these facilities, we process and distribute both imported and domestic products to the operating units of the International segment. During fiscal 2009, approximately 74% of the International segment's purchases flowed through these distribution facilities. Suppliers ship the balance of the International segment's purchases directly to our stores in the various countries in which we operate. Of these 146 distribution facilities, we owned and operated 34 and leased and operated 34. Third parties owned and operated the remaining 78 distribution facilities.

Sam's Club Segment

The Sam's Club segment had net sales of \$46.9 billion, \$44.4 billion and \$41.6 billion for the fiscal years ended January 31, 2009, 2008 and 2007, respectively. During the most recent fiscal year, no single club location accounted for as much as 1% of total Company net sales.

General. As a membership club warehouse, we operate Sam's Clubs in 48 states. Facility sizes for Sam's Clubs generally range between 71,000 and 190,000 square feet, with the average Sam's Club facility being approximately 133,000 square feet. Sam's Club also provides its members with a broad assortment of merchandise and services online at www.samsclub.com.

SAM'S CLUB SEGMENT CLUB COUNT AND SQUARE FOOTAGE FISCAL YEARS ENDED JANUARY 31, 2005 THROUGH 2009⁽¹⁾

Fiscal Year	Opened	Closed	Total	Square Footage
Balance Forward			538	68,144
2005	13	-	551	70,677
2006	17	1	567	73,391
2007	15	3	579	76,270
2008	12	-	591	78,236
2009	11	-	602	79,906

(1) "Total" and "Square Footage" columns are as of January 31, of the years shown. Square footage is reported in thousands.

Merchandise. Sam's Club offers bulk displays of brand name merchandise, including hardgoods, some softgoods, institutional-size grocery items, and selected private-label items under the "MEMBER'S MARK," "BAKERS & CHEFS" and "SAM'S CLUB" brands in five categories, listed below, within the warehouse club format.

- Sundries, including snack foods, tobacco, alcoholic and nonalcoholic beverages, paper goods, laundry and home care and other consumables.
- Food, including dairy, meat, bakery, deli, produce, dry, chilled and frozen packaged foods.
- Hardgoods, including home improvement, electronics, office supplies, outdoor living, grills, gardening and furniture.
- Service businesses, including photo processing, pharmacy and optical services, floral, tire and battery centers and gasoline stations.
- Softgoods, including apparel, jewelry, housewares, mattresses and small appliances.

Sales for the Sam's Club segment by general merchandise category were as follows during the fiscal year ended:

CATEGORY	January 31,	
	2009	2008
Sundries	37%	36%
Food	30	29
Hardgoods	16	18
Service Businesses, including fuel	12	12
Softgoods	5	5
Total	100%	100%

Operations. Operating hours for Sam's Clubs are Monday through Friday from 10:00 a.m. to 8:30 p.m., Saturday from 9:30 a.m. to 8:30 p.m. and Sunday from 10:00 a.m. to 6:00 p.m. Additionally, all club locations offer a Gold Key program that permits business members to shop before the regular operating hours Monday through Saturday, starting at 7:00 a.m.

Sam's Clubs are membership-only operations. A variety of payment methods are accepted at our clubs, including debit cards, some types of credit cards, and a private label and co-branded Discover credit cards issued by a third-party provider. In addition, our pharmacy and optical departments accept payments for products and services through our customers' health benefit plans.

Members include both small business owners and individual consumers. Individual consumers are referred to as Advantage members. The annual membership fee for an individual Advantage member is \$40 for the primary membership card, with a spouse/household card available at no additional cost. The annual membership fee for business members is \$35 for the primary membership card, with a spouse/household card available at no additional cost. In addition, business members can add up to eight business associates (add-ons) to their business account for \$35 each. Businesses can also purchase Advantage memberships for their employees under a Group Membership Program. Group rates are \$30 per group Advantage membership when purchasing 50 - 999 memberships and \$25 per group Advantage membership when purchasing 1,000 or more memberships. Sam's Club PLUS is a premium membership program that offers additional benefits and services. The annual fee for a Primary PLUS member (Business or Advantage) is \$100. In addition, Business Plus primary members can add up to 16 business associates (add-ons) to their business membership for \$35 each.

Seasonal Aspects of Operations. The Sam's Club segment's business is seasonal to a certain extent. Generally, its highest volume of sales occurs in the fourth fiscal quarter, which includes the holiday season, and the lowest volume occurs during the first fiscal quarter.

Competition. Sam's Club competes with other warehouse clubs, as well as with discount retailers, retail and wholesale grocers, general merchandise wholesalers and distributors, internet-based retailers and catalog businesses. Sam's Club competes with other retailers and warehouse clubs for desirable new club sites. Our ability to offer low prices and quality merchandise to meet the needs of small business members largely determines our competitive position in the warehouse club industry.

Distribution. During fiscal 2009, approximately 65% of the Sam's Club segment non-fuel purchases were shipped from the Sam's Club segment's dedicated distribution facilities and some of the Walmart U.S. segment's distribution centers for certain items. Suppliers shipped the balance of the Sam's Club purchases directly to Sam's Club locations. As of January 31, 2009, our Sam's Club segment operations were supported by 26 distribution facilities located strategically throughout the continental United States. Of these 26 distribution facilities, we owned and operated 8. Third parties owned and operated the remaining 18 distribution facilities.

The principal focus of our Sam's Club's distribution operations is on crossdocking merchandise, while stored inventory is minimized. Crossdocking is a distribution process under which shipments are directly transferred from inbound to outbound trailers. Shipments typically spend less than 24 hours in a crossdock facility, sometimes less than an hour.

Sam's Club uses a combination of our private truck fleet as well as common carriers to transport non-perishable merchandise from distribution centers to clubs. We contract with common carriers to transport perishable grocery merchandise from distribution centers to clubs.

Employees

As of January 31, 2009, the Company and its subsidiaries employed over 2.1 million employees (“associates”) worldwide, with approximately 1.4 million associates in the United States and approximately 694,000 associates internationally. Like almost all retailers, the Company has a large number of part-time, hourly or non-exempt employees and experiences significant turnover in employees each year. In the United States, the Company offers a broad range of company-paid benefits to our associates, including the Wal-Mart Profit Sharing and 401(k) Plan, store discount cards or Sam’s Club memberships, bonuses based on Company performance, matching a portion of purchases in the Associate Stock Purchase Program, and life insurance. The Company also offers health-care benefits to eligible full-time and part-time associates. The Company’s medical plan has no lifetime maximum benefit for most expenses.

In our operations outside the United States, the Company provides a variety of associate benefits that vary based on customary local practices and statutory requirements.

Our Website and Availability of SEC Reports and Other Information

Our corporate website is located at www.walmartstores.com. We file with or furnish to the SEC Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendment to those reports, proxy statements and annual reports to shareholders, and, from time to time, other documents. The reports and other documents filed with or furnished to the SEC are available to investors on or through our corporate website free of charge as soon as reasonably practicable after we electronically file them with or furnish them to the SEC. In addition, the public may read and copy any of the materials we file with the SEC at the SEC’s Public Reference Room at 100 F Street, NE, Washington DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an internet site that contains reports, proxy and information statements and other information regarding issuers, such as the Company, that file electronically with the SEC. The address of that website is <http://www.sec.gov>. Our SEC filings, our Senior Financial Officer Code of Ethics and our Statement of Ethics can be found on the Investor Relations page of our website at www.walmartstores.com/investors. These documents are available in print to any shareholder who requests a copy by writing or calling our Investor Relations Department, which is located at our principal offices.

A description of any substantive amendment or waiver of Wal-Mart’s Code of Ethics for the CEO and Senior Financial Officers will be disclosed on the Investor Relations page of our website at www.walmartstores.com under the Corporate Governance section. Any such description will be located on our website for a period of 12 months following the amendment or waiver.

Certain financial information relating to our segments is included in our Annual Report to Shareholders under the caption “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and in Note 11 to our Consolidated Financial Statements included therein, which information is incorporated herein by reference. Portions of our Annual Report to Shareholders are included as an exhibit to this Annual Report on Form 10-K.

ITEM 1A. RISK FACTORS

The risks described below could materially and adversely affect our business, results of operations, financial condition and liquidity. These risks are not the only risks that we face. Our business operations could also be affected by additional factors that apply to all companies operating in the United States and globally, as well as other risks that are not presently known to us or that we currently consider to be immaterial to our operations.

General economic factors, both domestically and internationally, may adversely affect our financial performance.

General economic conditions, globally or in one or more of the markets we serve, may adversely affect our financial performance. In the United States, higher interest rates, higher fuel and other energy costs, weakness in the housing market, inflation, higher levels of unemployment, decreases in consumer disposable income, unavailability of consumer credit, higher consumer debt levels, higher tax rates and other changes in tax laws, other regulatory changes, overall economic slowdown and other economic factors could adversely affect consumer demand for the products and services we sell through our Walmart U.S. segment and Sam’s Club segment, change the mix of products we sell to one with a lower average gross margin, cause a slowdown in discretionary purchases of goods and result in slower inventory turnover and greater markdowns on inventory. Higher levels of unemployment, inflation, decreases in consumer disposable income, changes in tax and other laws, higher fuel and other energy costs, weakness in the local housing market, currency devaluations and other adverse developments in the economies of the other countries in which we operate may adversely affect consumer demand for our merchandise in those countries, especially those countries in which average incomes are significantly lower than in the United States. These conditions may adversely affect our gross margins, cost of sales, inventory turnover and markdowns or otherwise adversely affect our operations and operating results in our International segment.

Higher interest rates, higher fuel and other energy costs, transportation costs, inflation, higher costs of labor, insurance and healthcare, foreign exchange rates fluctuations, higher tax rates and other changes in tax laws, the imposition of measures that create barriers to or increase the costs associated with international trade, changes in other laws and regulations and other economic factors in the United States and other countries in which we have operations can increase our cost of sales and operating, selling, general and administrative expenses, and otherwise adversely affect our domestic and international operations and our operating results. The economic factors that affect our operations, also affect the operations and economic viability of our suppliers from whom we purchase goods, a factor that can result in an increase in the cost to us of the goods we sell to our customers or, in more extreme cases, could result in certain suppliers not producing goods in the volume typically available to us for sale.

We may face impediments to our expansion in the United States, including conversions of discount stores into supercenters, which may adversely affect our financial performance.

Our expansion strategy depends upon our ability to execute our retail concepts successfully in new markets within the United States and upon our ability to increase the number of stores in markets in which we currently have operations. Our ability to open additional supercenters, discount stores, Neighborhood Markets and Sam's Clubs and to convert existing discount stores into supercenters depends in large measure upon our ability to locate, hire and retain qualified personnel and to acquire new store sites on acceptable terms. Local land use and other regulations restricting the construction of buildings of the type in which we operate our various formats, as well as local community action opposed to the location of specific stores at specific sites and the adoption of certain local laws restricting our operations, may affect our ability to open new stores and clubs, to convert discount stores into supercenters or to relocate or expand existing units in certain cities and states. Increased real estate, construction and development costs could limit our growth opportunities and our ability to convert our discount stores into supercenters. If we are unable to open new supercenters, discount stores, Neighborhood Markets or Sam's Clubs or continue to convert discount stores into supercenters, our financial performance, such as net sales and operating income growth, could be adversely affected. In addition, if consumers in the markets into which we expand are not receptive to our retail concepts or are otherwise not receptive to our presence in a market, our financial performance could be adversely affected.

Impediments to the expansion of our International operations could adversely affect our financial performance.

Our business strategy for our International segment includes expansion by selective acquisitions and strategic alliances that add new stores and markets to our existing International business, as well as opening new units in the countries in which we have existing operations. In the countries in which we have existing operations, new units may be opened in the formats already existing in those countries or may be opened in newly introduced formats, such as supercenters or Sam's Clubs, not previously operated in those markets. As in the United States, our ability to open new stores or to expand or relocate existing stores in a market served by our International segment depends in large measure upon our ability to locate, hire and retain qualified personnel and our ability to acquire new store sites on acceptable terms. Local laws can affect our ability to acquire attractive pre-existing buildings in which to locate units or sites on which to build new units or to expand existing units. In addition, access to local suppliers of certain types of goods may limit our ability to add new units or to expand product selections in existing units in certain markets. Moreover, cultural differences in some markets into which we expand or into which we introduce new retail concepts may result in the consumers in those markets not being as receptive to our retail concepts as we anticipate those consumers will be and may make an effective response to such issues more difficult to achieve. If we do not effectively execute our expansion plans for our International segment, our financial performance could be adversely affected.

We may be unable to continue to identify suitable acquisition candidates at acceptable prices and may not be successful in completing the acquisition of any such candidate identified. Although we ultimately believe we will be able to successfully integrate any newly acquired operations into our existing operations, no certainty exists that future acquisitions or alliances will be successfully integrated into our operations or can be successfully integrated in a reasonable time. Our failure to identify appropriate candidates for acquisition or alliance or to integrate effectively future acquisitions and alliances into our existing operations could adversely affect the growth of our International segment and our future financial performance.

Failure to attract and retain qualified associates, changes in laws and other labor issues could adversely affect our financial performance.

Our ability to continue to expand our operations in the United States and abroad depends on our ability to attract and retain a large and growing number of qualified associates. Our ability to meet our labor needs, including our ability to find qualified personnel to fill positions that become vacant at our existing stores, clubs and distribution centers, while controlling our associate wage and related labor costs, is generally subject to numerous external factors, including the availability of a sufficient number of qualified persons in the work force of the markets in which we are located, unemployment levels within those markets, prevailing wage rates, changing demographics, health and other insurance costs and adoption of new or revised employment and labor laws and regulations. If we are unable to locate, to attract or to retain qualified personnel, if our costs of labor or related costs increase significantly or if new or revised labor laws, rules or regulations are adopted, our financial performance could be affected adversely.

We face strong competition from other retailers and wholesale club operators, which could adversely affect our financial performance.

The retail business is highly competitive. Each of our business segments competes for customers, employees, store sites, products and services and in other important aspects of its business with many other local, regional and national retailers, both in the United States and in the foreign countries in which we have operations. Our Walmart U.S. segment competes with retailers operating discount, department, drug, variety and specialty stores, supermarkets, supercenter-type stores and hypermarts, as well as internet-based retailers and catalog businesses. Our Sam's Club segment competes with other wholesale club operators, as well as discount retailers, retail and wholesale grocers and general merchandise wholesalers and distributors, as well as internet-based retailers, wholesalers and catalog businesses. Internationally, we compete with retailers who operate department, drug, variety and specialty stores, supermarkets, supercenter-type stores, hypermarts, wholesale clubs, internet-based retailers and catalog businesses. Such retailers and wholesale club operators compete in a variety of ways, including merchandise selection and availability, services offered to customers, location, store hours, in-store amenities and price. Our ability to offer value and service to our customers through various programs, including EDLP, Rollbacks, Store Within a Store and Store of the Community, have allowed us to compete successfully against our competitors in most instances. Where necessary to compete effectively with competitors who price merchandise at points lower than the prices we set under our EDLP philosophy, we will lower our prices on goods for sale. Our ability to respond effectively to competitive pressures and changes in the retail markets could adversely affect our financial performance. See "Item 1. Business" above for additional discussion of our competitive situation in our various operating segments.

Although the retail industry as a whole is highly fragmented, certain segments of the retail industry are currently undergoing some consolidation, which could result in increased competition and significantly alter the dynamics of the retail marketplace. Such consolidation may result in competitors with greatly improved financial resources, improved access to merchandise, greater market penetration than they previously enjoyed and other improvements in their competitive positions. Such business combinations could result in the provision of a wider variety of products and services at competitive prices by such consolidated companies, which could adversely affect our financial performance.

Risks associated with the suppliers from whom our products are sourced and the safety of those products could adversely affect our financial performance.

The products we sell are sourced from a wide variety of domestic and international suppliers. Global sourcing of many of the products we sell is an important factor in our financial performance. All of our suppliers must comply with applicable laws, including labor and environmental laws, and otherwise be certified as meeting our required supplier standards of conduct. Our ability to find qualified suppliers who meet our standards, and to access products in a timely and efficient manner is a significant challenge, especially with respect to suppliers located and goods sourced outside the United States. Political and economic instability in the countries in which foreign suppliers are located, the financial instability of suppliers, suppliers' failure to meet our supplier standards, labor problems experienced by our suppliers, the availability of raw materials to suppliers, merchandise quality issues, currency exchange rates, transport availability and cost, transport security, inflation, and other factors relating to the suppliers and the countries in which they are located are beyond our control. In addition, the United States' foreign trade policies, tariffs and other impositions on imported goods, trade sanctions imposed on certain countries, the limitation on the importation of certain types of goods or of goods containing certain materials from other countries and other factors relating to foreign trade are beyond our control. These and other factors affecting our suppliers and our access to products could adversely affect our financial performance.

Our customers count on us to provide them with safe products. Concerns regarding the safety of food and non-food products that we source from our suppliers and then sell could cause shoppers to avoid purchasing certain products from us, or to seek alternative sources of supply for all of their food and non-food needs, even if the basis for the concern is outside of our control. Any lost confidence on the part of our customers would be difficult and costly to reestablish. As such, any issue regarding the safety of any food and non-food items we sell, regardless of the cause, could adversely affect our financial performance.

Our International operations subject us to risks associated with the legislative, judicial, accounting, regulatory, political and economic risks and conditions specific to the countries or regions in which we operate, which could adversely affect our financial performance.

We currently conduct operations in Argentina, Brazil, Canada, Chile, Costa Rica, El Salvador, Guatemala, Honduras, Japan, Mexico, Nicaragua, Puerto Rico, and the United Kingdom, as well as through joint venture agreements in China and India and our other controlled subsidiaries in China. During fiscal 2009, our International operations generated 24.6% of our net sales. As a result of a recent acquisition of operations and our expansion activities in foreign countries, we expect that our International operations could account for a larger portion of our net sales in future years. Our future operating results in these countries or in other countries or regions throughout the world could be negatively affected by a variety of factors, most of which are beyond our control. These factors include political conditions, including political instability, economic conditions, legal and regulatory constraints, trade policies, both of the United States and of the other countries in which we operate, currency regulations, and other matters in any of the countries or regions in which we operate, now or in the future. Foreign currency exchange rates and fluctuations may have an impact on our future costs or on future cash flows from our International operations, and could adversely affect our financial performance.

Moreover, the economies of some of the countries in which we have operations have in the past suffered from high rates of inflation and currency devaluations, which, if they occurred again, could adversely affect our financial performance. Other factors which may impact our International operations include foreign trade, monetary and fiscal policies both of the United States and of other countries, laws, regulations and other activities of foreign governments, agencies and similar organizations, and risks associated with having numerous facilities located in countries which have historically been less stable than the United States. Additional risks inherent in our International operations generally include, among others, the costs and difficulties of managing international operations, adverse tax consequences and greater difficulty in enforcing intellectual property rights in countries other than the United States. The various risks inherent in doing business in the United States generally also exist when doing business outside of the United States, and may be exaggerated by the difficulty of doing business in numerous sovereign jurisdictions due to differences in culture, laws and regulations.

Natural disasters and geo-political events could adversely affect our financial performance.

The occurrence of one or more natural disasters, such as hurricanes, floods and earthquakes, other weather conditions, such as major winter storms, and geo-political events, such as civil unrest in a country in which we operate or in which our suppliers are located or terrorist attacks, both internationally and domestically, could adversely affect our operations and financial performance. Such events could result in physical damage to one or more of our properties, the closure of one or more stores, clubs and distribution centers, the lack of an adequate work force in a market, the temporary or long-term disruption in the supply of products from some local and overseas suppliers, the disruption in the transport of goods from overseas, the disruption or delay in the delivery of goods to our distribution centers or stores within a country in which we are operating, the reduction in the availability of products in our stores, the disruption of utility services to our stores and our facilities, and disruption in our communications with our stores. These factors could otherwise disrupt and adversely affect our operations and financial performance.

The significant property damage experienced by the Company and others resulting from the hurricanes in fiscal year 2006 resulted in substantial increases in property insurance premiums and limitations in coverage offered by the property insurance markets to us and others. The insurance coverage offered to the Company for named windstorms, such as hurricanes and tropical storms, was substantially more limited and carried higher premiums than the coverage previously available to us. As a result the Company has chosen to be primarily self-insured for losses that may result from named windstorms.

We are subject to certain legal proceedings that may adversely affect our results of operations, financial condition and liquidity.

We are involved in a number of legal proceedings, which include consumer, employment, tort and other litigation. Certain of these lawsuits, if decided adversely to us or settled by us, may result in liability material to our results of operations, financial condition and liquidity. We are currently a defendant in numerous cases containing class-action allegations in which the plaintiffs have brought claims under federal and state wage and hour laws. In addition, we are a defendant in *Dukes v. Wal-Mart Stores, Inc.*, a class-action lawsuit brought on behalf of all past and present female employees in all of our retail stores and wholesale clubs in the United States. The class as certified in *Dukes* currently includes present and former female associates. The plaintiffs in this case allege that we have engaged in a pattern and practice of discriminating against women in promotions, pay, training and job assignments and seek, among other things, injunctive relief, front pay, back pay, punitive damages and attorneys' fees. On June 4, 2004, the U.S. district court hearing this case issued an order granting in part and denying in part the plaintiffs' motion for class certification, which we have appealed. On February 6, 2007, a divided three-judge panel of the United States Court of Appeals for the Ninth Circuit upheld the district court's ruling. On February 20, 2007, the Company filed a petition asking that the decision be reconsidered by a larger panel of the Court of Appeals. On November 11, 2007, the three-judge panel withdrew its opinion of February 6, 2007, and issued a revised opinion. As a result, the Company's Petition for Rehearing En Banc was denied as moot. The Company filed a new Petition for Rehearing En Banc on January 8, 2008. On February 13, 2009, the court of appeals issued an Order granting the Petition. The court of appeals heard oral argument on the Petition on March 24, 2009. We discuss these cases and other litigation to which we are party in greater detail below under the caption "Item 3. Legal Proceedings" and in Note 8 to our Consolidated Financial Statements, which are part of our Annual Report to Shareholders which are incorporated by reference in this Annual Report on Form 10-K and are included as an exhibit to this Annual Report on Form 10-K.

If we do not maintain the security of customer-related information, we could damage our reputation with customers, incur substantial additional costs and become subject to litigation.

As do most retailers, we receive certain personal information about our customers. In addition, our online operations at www.walmart.com and www.samsclub.com depend upon the secure transmission of confidential information over public networks, including information permitting cashless payments. A compromise of our security systems that results in customer personal information being obtained by unauthorized persons could adversely affect our reputation with our customers and others, as well as our operations, results of operations, financial condition and liquidity, and could result in litigation against us or the imposition of penalties. In addition, a security breach could require that we expend significant additional resources related to our information security systems and could result in a disruption of our operations, particularly our online sales operations.

We rely extensively on computer systems to process transactions, summarize results and manage our business. Disruptions in both our primary and secondary (back-up) systems could harm our ability to run our business.

Although we have independent, redundant and physically separate primary and secondary computer systems, given the number of individual transactions we have each year, it is critical that we maintain uninterrupted operation of our business critical computer systems. Our computer systems, including our back-up systems, are subject to damage or interruption from power outages, computer and telecommunications failures, computer viruses, security breaches, catastrophic events such as fires, tornadoes and hurricanes, and usage errors by our employees. If our computer systems and our back-up systems are damaged or cease to function properly, we may have to make a significant investment to fix or replace them, and we may suffer interruptions in our operations in the interim. Any material interruption in both of our computer systems and back-up systems may have a material adverse effect on our business or results of operations. In addition, we are pursuing complex initiatives to transform our information technology processes and systems, which will include, for many of our computer systems, establishing common processes across our lines of business. The risk of system disruption is increased when significant system changes are undertaken, although we believe that our change management process will mitigate this risk. If we fail to integrate our computer systems and processes we may fail to realize the cost savings anticipated to be derived from these initiatives.

We may not timely identify or effectively respond to consumer trends, which could negatively affect our relationship with our customers, the demand for our products and services, and our market share.

It is difficult to predict consistently and successfully the products and services our customers will demand. The success of our business depends in part on our ability to identify and respond to evolving trends in demographics and consumer preferences. Failure to timely identify or effectively respond to changing consumer tastes, preferences and spending patterns could negatively affect our relationship with our customers, the demand for our products and services and our market share.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTIES

The number of discount stores, supercenters, Neighborhood Markets and Sam's Clubs located in each state in the United States and the number of units located in each of the countries in which we operate at January 31, 2009 are disclosed in our Annual Report to Shareholders under the caption "Fiscal 2009 End-of-Year Store Count" and are incorporated herein by reference. Portions of such Annual Report to Shareholders are included as an exhibit to this Annual Report on Form 10-K.

United States. As of January 31, 2009, in the United States, we owned 3,100 of the buildings in which discount stores, supercenters and Neighborhood Markets operated and 483 of the buildings in which our Sam's Clubs operated. Land on which our stores are located is either owned or leased by the Company. In the United States, we lease the remaining buildings in which our stores and clubs operate from either commercial property developers pursuant to capital or operating lease arrangements or from local governmental entities in connection with industrial revenue bond financing arrangements. All store leases provide for annual rentals, some of which escalate during the original lease term. In some cases, the leases provide for additional rent based on sales volume. Substantially all of the Company's store leases have renewal options, some of which include escalation clauses causing an increase in rents.

We use independent contractors to construct our buildings.

Our 121 Walmart U.S. and 26 Sam's Club distribution centers are located strategically throughout the continental United States. Of these 147 distribution facilities, we owned and operated 114 distribution facilities and third parties owned and operated the remaining 33 distribution facilities.

We own office facilities in Bentonville, Arkansas that serve as our home office and lease office facilities throughout the United States for our walmart.com operations and field management.

International. We operate our International segment stores and restaurants in a combination of owned and leased properties in each country in which our International segment operates. As of January 31, 2009, we owned 23 properties in Argentina, 143 properties in Brazil, 118 properties in Canada, 94 properties in Chile, 63 properties in Costa Rica, 8 properties in El Salvador, 14 properties in Guatemala, 7 properties in Honduras, 52 properties in Japan, 492 properties in Mexico, 21 properties in Nicaragua, 11 properties in Puerto Rico and 232 properties in the United Kingdom in which operating units are located, with the remaining units in each such country and the properties in which the operating units are located in China being leased on terms that vary from property to property. We utilize both owned and leased properties for office facilities in each country in which we are conducting business. Our International operations are supported by 146 distribution facilities as of January 31, 2009. Of these 146 distribution facilities, we owned and operated 34 and leased and operated 34. Third parties owned and operated the remaining 78 distribution facilities.

For further information on our distribution centers, see the caption "Distribution" provided for each of our segments under "Item 1. Business."

ITEM 3. LEGAL PROCEEDINGS

I. SUPPLEMENTAL INFORMATION: We discuss certain legal proceedings pending against us in Note 8 to our Consolidated Financial Statements, which is captioned "Legal Proceedings," and refer you to that discussion for important information concerning those legal proceedings, including the basis for such actions and, where known, the relief sought, as well as, the pending settlement of 63 of the wage-and-hour class actions pending against us identified below. Our Consolidated Financial Statements and the notes thereto are included in our Annual Report to Shareholders. Portions of our Annual Report to Shareholders are an exhibit to this Annual Report on Form 10-K, and are incorporated herein by reference. We provide the following additional information concerning those legal proceedings which sets forth the name of the lawsuit, the court in which the lawsuit is pending and the date on which the petition commencing the lawsuit was filed. In each lawsuit's name, the letters "WM" refer to Wal-Mart Stores, Inc.

Wage-and-Hour Class Actions Included in Settlement Agreements: Adcox v. WM, US Dist. Ct. ("USDC"), Southern Dist. of TX, 11/9/04; Armijo v. WM, 1st Judicial Dist. Ct., Rio Arriba County, NM, 9/18/00; Bailey v. WM, Marion County Superior Ct. IN, 8/17/00; Barnett v. WM, Superior Ct. of WA, King County, 9/10/01; Basco v. WM, USDC, Eastern Dist. of LA, 9/5/00; Bayardo v. WM, USDC, Dist. of NV, 3/19/07; Brogan v. WM, Superior Ct. of NH, Strafford County, 2/17/05; Brogan v. WM, USDC, Southern Dist. of WV, 4/3/07; Brown v. WM, 14th Judicial Circuit Ct., Rock Island, IL, 6/20/01; Brown v. WM, USDC, Eastern Dist. of NY, 4/5/07; Campbell v. WM, USDC, Dist. of NV, 9/20/06; Carter v. WM, Ct. of Common Pleas, Colleton County, SC, 7/31/02; Cole v. WM, USDC, Dist. of MT, Central Div., 1/13/06; Connatser v. WM, USDC, Western Dist. of TN, 4/4/07; Curless v. WM, USDC, Dist. of WY, 10/26/05; Deas v. WM, USDC, Eastern Dist. of VA, 4/3/06; Evans v. WM, USDC, Dist. of SC, 01/9/07; Faverty v. WM, Ct. of Common Pleas, Summit County, OH, 8/02/02; Gilles v. WM, USDC, Southern Dist. of IN, 3/31/06; Grey v. WM, USDC, Dist. of KS, 7/14/06; Gross v. WM, Circuit Ct., Laurel County, KY, 9/29/04; Hale v. WM, Circuit Ct., Jackson County, MO, 8/15/01; Hall v. WM, USDC, Dist. of NV, 8/12/05; Henderson v. WM, USDC, Dist. of NV, 12/6/06; Hicks v. WM, USDC, Eastern Dist. of TX, 4/3/07; Holcomb v. WM, State Ct. of Chatham County, GA, 3/28/00; Husidic v. WM, USDC, Southern Dist. of IA, 9/14/06; Iliadis v. WM, Superior Ct. of NJ, Middlesex County, 5/30/02; Jackson v. WM, USDC, Dist. of DE, 4/4/05; Jackson v. WM, USDC, Dist. of ID, 2/3/06; Jackson (f/k/a Scott) v. WM, Circuit Ct. of Saginaw County, MI, 9/26/01; King v. WM, USDC, Eastern Dist. of PA, 4/13/07; Kraemer v. WM, USDC, Dist. of ND, 11/15/06; Kuhlmann v. WM, Circuit Ct., Milwaukee County, WI, 8/30/01; Lerma v. WM, Dist. Ct., Cleveland County, OK, 8/31/01; Lopez v. WM, 23rd Judicial Dist. Ct. of Brazoria County, TX, 6/23/00; Luce v. WM, USDC, Dist. of SD, 5/11/05; Mathies v. WM, USDC, Dist. of OR, 3/30/07; McFarlin v. WM, USDC, Dist. of AK, 4/7/05; Montgomery v. WM, USDC, Southern Dist. of MS, 12/30/02; Mussman v. WM, IA Dist. Ct., Clinton County, 6/5/01; Nagy v. WM, Circuit Ct. of Boyd County, KY, 8/29/01; Nolan v. WM, USDC, Northern Dist. of OH, Eastern Div., 4/4/06; Olinger v. WM, USDC, Eastern Dist. of MI, 9/14/06; Parrish v. WM, Superior Ct., Chatham County, GA, 2/17/05; Pedro v. WM, USDC, Dist. of MA, 4/4/07; Penn v. WM, USDC, Eastern Dist. of LA, 9/15/06; Phelps v. WM, USDC, Southern Dist. of IL, 4/4/07; Pickett v. WM, Circuit Court, Shelby County, TN, 10/22/03; Poha v. WM, USDC, Dist. of HI, 11/1/05; Pritchett v. WM, Circuit Ct. of Jefferson County, AL, 2/17/05; Richardson v. WM, USDC, Dist. of NV, 4/4/07; Robinson v. WM, USDC, Southern Dist. of MS, 3/5/07; Sarda v. WM, Circuit Ct., Washington County, FL, 9/21/01; Smith v. WM, USDC, Western Dist. of WI, 4/2/07; Stafford v. WM, USDC, Dist. of NE, 12/8/05; Whitacre v. WM, USDC, Dist. of NV, 6/15/07; Willey v. WM, Dist. Ct. of Wyandotte County, KS, 9/21/01; Williams v. WM, USDC, Dist. of UT, Central Div., 1/20/06; Williams v. WM, USDC, Western Dist. of NC, 3/23/06; Winters v. WM, Circuit Ct., Holmes County, MS, 5/28/02; Woods v. WM, USDC, Dist. of ME, 1/12/06; Works v. WM, Circuit Ct., Miller County, AR, 5/18/05.

Wage-and-Hour Class Actions Not Included in Settlement Agreements: *Alix (f/k/a Gamble) v. WM*, Supreme Ct. of the State of NY, County of Albany, 12/7/01; *Braun/Hummel v. WM*, Ct. of Common Pleas, Philadelphia County, PA, 3/20/02 and 8/30/04; *Bryan v. WM*, Superior Ct. of CA, Alameda County, 10/9/08; *Moore v. WM*, USDC, Dist. of OR, 12/7/05; *Rubin v. WM*, USDC, Northern Dist. of CA, 9/5/08; *Salvas v. WM*, Superior Ct., Middlesex County, MA, 8/21/01; *Savaglio v. WM*, Superior Ct. of CA, Alameda County, 2/6/01; *Smith/Ballard v. WM*, USDC, Northern Dist. of CA, 3/16/06; *Williams v. WM*, Superior Ct. of CA, Alameda County, 3/23/04.

Braun Wage-and-Hour Class Action: *Braun v. WM*, 1st Judicial Dist. Ct. Dakota County MN, 9/12/01.

Exempt Status Cases: *Salvador v. WM and Sam's West, Inc.*, USDC, Central Dist. of CA, Western Div., 12/22/05; *Sepulveda v. WM*, USDC, Central Dist. of CA, Western Div., 1/14/04; *Patel v. WM*, USDC, Middle Dist. of AL, 5/6/08.

Gender Discrimination Cases: *Dukes v. WM*, USDC, Northern Dist. of CA, San Francisco Div., 6/19/01; 9th Circuit Ct. of Appeals, San Francisco, CA, 8/26/04; *EEOC (Smith) v. WM*, USDC, Eastern Dist. of KY, London Div., 8/31/01.

II. ENVIRONMENTAL MATTERS: Item 103 of SEC Regulation S-K requires disclosure of certain environmental matters. The following matters are disclosed in accordance with that requirement:

The District Attorney for Solano County, California, has alleged that the Company's store in Vacaville, California, failed to comply with certain California statutes regulating hazardous waste and hazardous materials handling practices. Specifically, the County is alleging that the Company improperly disposed of a limited amount of damaged or returned product containing dry granular fertilizer and pesticides on or about April 3, 2002. The parties are currently negotiating toward a resolution of this matter. While management cannot predict the ultimate outcome of this matter, management does not believe the outcome will have a material effect on the Company's financial condition or results of operations.

The District Attorney for Orange County, California, has alleged that the Company's store in Foothill Ranch, California, failed to comply with certain California statutes regulating hazardous waste and hazardous materials handling practices. Specifically, the County is alleging that the Company improperly disposed of a limited amount of damaged product containing dry granular pesticide on or about January 24, 2005. The parties are currently negotiating toward a resolution of this matter. While management cannot predict the ultimate outcome of this matter, management does not believe the outcome will have a material effect on the Company's financial condition or results of operations.

The U.S. Environmental Protection Agency ("EPA") approached a grocery industry group to resolve issues relating to refrigerant-handling practices and to reduce the use of ozone-depleting refrigerants in refrigeration equipment. The Company then approached the EPA independently to address these issues, and proposed a plan for removing ozone-depleting refrigerants from certain types of refrigeration equipment. The parties are currently negotiating a resolution of this matter. While management cannot predict the ultimate outcome of this matter, management does not believe the outcome will have a material effect on the Company's financial condition or results of operations.

In January 2007, Wal-Mart Puerto Rico, Inc. became aware that the U.S. Army Corps of Engineers ("USACE") was concerned about alleged violations of a permit issued by that agency in 2003, for the fill of 0.23 acres of a creek and its contiguous wetlands during the construction of the Wal-Mart Store in Caguas, Puerto Rico. On January 19, 2007, Wal-Mart Puerto Rico responded to these issues in writing. On January 25, 2007, the USACE issued a formal Notice of Non-Compliance to Wal-Mart Puerto Rico regarding this matter. Wal-Mart Puerto Rico filed a formal response and is currently implementing mitigation measures and working with the USACE to resolve the matter. While management cannot predict the ultimate outcome of this matter, management does not believe the outcome will have a material effect on the Company's financial condition or results of operations.

On November 8, 2005, the Company received a grand jury subpoena from the United States Attorney's Office for the Central District of California, seeking documents and information relating to the Company's receipt, transportation, handling, identification, recycling, treatment, storage and disposal of certain merchandise that constitutes hazardous materials or hazardous waste. The Company has been informed by the U.S. Attorney's Office for the Central District of California that it is a target of a criminal investigation into potential violations of the Resource Conservation and Recovery Act ("RCRA"), the Clean Water Act and the Hazardous Materials Transportation Statute. This U.S. Attorney's Office contends, among other things, that the use of Company trucks to transport certain returned merchandise from the Company's stores to its return centers is prohibited by RCRA because those materials may be considered hazardous waste. The government alleges that, to comply with RCRA, the Company must ship from the store certain materials as "hazardous waste" directly to a certified disposal facility using a certified hazardous waste carrier. The Company contends that the practice of transporting returned merchandise to its return centers for subsequent disposition, including disposal by certified facilities, is compliant with applicable laws and regulations. While management cannot predict the ultimate outcome of this matter, management does not believe the outcome will have a material effect on the Company's financial condition or results of operations.

Additionally, the U.S. Attorney's Office in the Northern District of California has initiated its own investigation regarding the Company's handling of hazardous materials and hazardous waste and the Company has received administrative document requests from the California Department of Toxic Substances Control requesting documents and information with respect to two of the Company's distribution facilities. Further, the Company also received a subpoena from the Los Angeles County District Attorney's Office for documents and administrative interrogatories requesting information, among other things, regarding the Company's handling of materials and hazardous waste. California state and local government authorities and the State of Nevada have also initiated investigations into these matters. The Company is cooperating fully with the respective authorities. While management cannot predict the ultimate outcome of this matter, management does not believe the outcome will have a material effect on the Company's financial condition or results of operations.

On March 28, 2008, the Company received a Notice of Violation from the Missouri Department of Natural Resources ("Department") alleging various violations of Missouri hazardous waste laws and regulations in connection with the activities of a third-party contractor with whom the Company had contracted for recycling services. The Department alleges that the Company provided certain items to the contractor for recycling that should have been managed as hazardous waste. The EPA has inspected the contractor's facilities, and both the EPA and the U.S. Attorney's Office for the Western District of Missouri are conducting investigations. The Company has submitted a response to the Notice of Violation and is cooperating with these authorities. While management cannot predict the ultimate outcome of this matter, management does not believe the outcome will have a material effect on the Company's financial condition or results of operations.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of the Company's security holders during the last quarter of the fiscal year ended January 31, 2009.

EXECUTIVE OFFICERS OF THE REGISTRANT

The following chart names each of the executive officers of the Company, each of whom is elected by and serves at the pleasure of the Board of Directors. The business experience shown for each officer has been his or her principal occupation for at least the past five years.

Name	Business Experience	Current Position Held Since	Age
Eduardo Castro-Wright	Vice Chairman, Wal-Mart Stores, Inc., responsible for the Walmart U.S. Division. From September 2005 to November 2008, he served as Executive Vice President and President and Chief Executive Officer, Walmart U.S. Division. From February 2005 to September 2005, he served as Executive Vice President, Chief Operating Officer, Walmart U.S. Division. From December 2002 to February 2005, he served as President and Chief Executive Officer of Wal-Mart de Mexico.	2008	54
M. Susan Chambers	Executive Vice President, People Division. From December 2003 to April 2006, she served as Executive Vice President, Risk Management, Insurance and Benefits Administration. From January 2002 to December 2003, she served as Senior Vice President, Insurance and Benefits Administration.	2006	51
Leslie A. Dach	Executive Vice President, Corporate Affairs and Government Relations. From March 1997 to August 2006, he served as Vice Chairman of Daniel J. Edelman, Inc.	2006	54
Michael T. Duke	President and Chief Executive Officer. From September 2005 to January 2009, he served as Vice Chairman, Wal-Mart Stores, Inc., responsible for the International Division. From April 2003 to September 2005, he served as Executive Vice President, President and Chief Executive Officer, Walmart U.S. Division. From July 2000 to April 2003, he served as Executive Vice President, Administration.	2009	59
Rollin L. Ford	Executive Vice President, Chief Information Officer. From February 2003 to April 2006, he served as Executive Vice President, Logistics and Supply Chain.	2006	46
Thomas D. Hyde	Executive Vice President, Legal, Ethics and Corporate Secretary. From June 2003 to June 2005, he served as Executive Vice President, Legal and Corporate Affairs and Corporate Secretary. From July 2001 to June 2003, he served as Executive Vice President and Senior General Counsel.	2005	60
C. Douglas McMillon	Executive Vice President, President and Chief Executive Officer, International Division. From 2005 to 2009, he served as Executive Vice President, President and Chief Executive Officer, Sam's Club Division. From August 2002 to August 2005, he served as Executive Vice President, Merchandising and Replenishment, Sam's Club Division.	2009	42
Thomas M. Schoewe	Executive Vice President and Chief Financial Officer.	2000	56
H. Lee Scott, Jr.	Chairman of the Executive Committee of the Board of Directors. From January 2000 to January 2009, he served as President and Chief Executive Officer.	2009	60
S. Robson Walton	Chairman of the Board of Directors.	1992	64
Steven P. Whaley	Senior Vice President and Controller. From December 2005 to January 2007, he served as Vice President and Controller. From September 2005 to December 2005, he served as Vice President and Assistant Controller. Prior to September 2005, he served as Vice President and Controller at Southwest Airlines Co. since 2001.	2007	49

New President and Chief Executive Officer of Sam's Club. On March 9, 2009, the Company appointed Brian C. Cornell, age 50, as Executive Vice President, President and Chief Executive Officer of the Company's Sam's Club Division, effective as of April 3, 2009. Since June 2007, Mr. Cornell has served as Chief Executive Officer of Michaels Stores, Inc., an arts and crafts specialty retailer and will serve in that capacity until April 2, 2009. He was Executive Vice President and Chief Marketing Officer of Safeway Inc., a food and drug retailer, from April 2004 until June 2007. Prior to joining Safeway, he held senior management positions with PepsiCo, Inc.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Certain information required to be provided in this item is incorporated herein by reference to the information included under the captions "Market price of common stock," "Listing" and "Dividends paid per share" in our Annual Report to Shareholders. Such information is included in an exhibit to this Annual Report on Form 10-K.

Our common stock is principally traded in the United States on the New York Stock Exchange. At March 27, 2009, the latest practicable date, there were 298,263 common stock shareholders of record.

From time to time, we have repurchased shares of our common stock under a \$10.0 billion share repurchase program authorized by our Board of Directors in September 2004.

On May 31, 2007, the Board of Directors replaced the \$10.0 billion share repurchase program, which had \$3.3 billion of remaining authorization for share repurchases, with a new \$15.0 billion share repurchase program announced on June 1, 2007. Under the new share repurchase program, there is no expiration date or other restriction limiting the period over which we can make our share repurchases under the new program, which will expire only when and if we have repurchased \$15.0 billion of our shares under the program. Under the new program, repurchased shares are constructively retired and returned to unissued status. We consider several factors in determining when to execute the share repurchases, including among other things, our current cash needs, our capacity for leverage, our cost of borrowings and the market price of our common stock. At January 31, 2009, approximately \$5.0 billion remained of the \$15.0 billion authorization. As a result of the economic environment and instability of the credit markets, we temporarily suspended our share repurchase program in October 2008. We reinstituted our share repurchase program in February 2009 and will continue to monitor market conditions in connection with our program.

There was no share repurchase activity for the fourth quarter of fiscal 2009.

ITEM 6. SELECTED FINANCIAL DATA

The information required by this item is incorporated by reference to all information under the caption "Five-Year Financial Summary" included in our Annual Report to Shareholders. Such information is included in an exhibit to this Annual Report on Form 10-K.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The information required by this item is incorporated by reference to all information under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report to Shareholders. Such information is included in an exhibit to this Annual Report on Form 10-K.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information required by this item is incorporated by reference to all information under the sub-caption "Market Risk" under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report to Shareholders. Such information is included in an exhibit to this Annual Report on Form 10-K.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The information required by this item is incorporated by reference to all information under the captions "Consolidated Statements of Income," "Consolidated Balance Sheets," "Consolidated Statements of Shareholders' Equity," "Consolidated Statements of Cash Flows," "Notes to Consolidated Financial Statements" and "Report of Independent Registered Public Accounting Firm" included in our Annual Report to Shareholders. Such information is included in an exhibit to this Annual Report on Form 10-K.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain a system of disclosure controls and procedures that are designed to provide reasonable assurance that information, which is required to be timely disclosed, is accumulated and communicated to management in a timely fashion. In designing and evaluating such controls and procedures, we recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Our management is necessarily required to use judgment in evaluating controls and procedures. Also, we may have investments in certain unconsolidated entities. Since we do not control or manage those entities, our controls and procedures with respect to those entities are substantially more limited than those we maintain with respect to our consolidated subsidiaries.

In the ordinary course of business, we review our system of internal control over financial reporting and make changes to our systems and processes to improve such controls and increase efficiency, while ensuring that we maintain an effective internal control environment. Changes may include such activities as implementing new, more efficient systems and automating manual processes.

An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures was performed as of the end of the period covered by this report. This evaluation was performed under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure and are effective to provide reasonable assurance that such information is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms.

Management's Report on Internal Control Over Financial Reporting

Management's report on internal control over financial reporting and the attestation report of Ernst & Young LLP, the Company's independent registered public accounting firm, on the Company's internal control over financial reporting are included in our Annual Report to Shareholders, and are incorporated in this Item 9A by reference. Portions of our Annual Report to Shareholders are included as an exhibit to this Annual Report on Form 10-K.

Changes in Internal Control Over Financial Reporting

There has been no change in the Company's internal control over financial reporting that occurred during the fiscal quarter ended January 31, 2009, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information required by this item with respect to the Company's directors, certain family relationships, and compliance by the Company's directors, executive officers and certain beneficial owners of the Company's common stock with Section 16(a) of the Securities Exchange Act of 1934, as amended, is incorporated by reference to such information under the captions entitled "Information About the Board" and "Stock Ownership—Section 16(a) Beneficial Ownership Reporting Compliance" from our Proxy Statement relating to the Annual Meeting of Shareholders to be held on June 5, 2009 (our "Proxy Statement").

Please see the information concerning our executive officers contained in Part I of this Annual Report on Form 10-K under the caption "Executive Officers of the Registrant" which is included there in accordance with Instruction 3 to Item 401(b) of the SEC's Regulation S-K.

No material changes have been made to the procedures by which shareholders of the Company may recommend nominees to our board of directors since those procedures were disclosed in our proxy statement relating to our 2008 Annual Shareholders' Meeting as previously filed with the SEC.

The information regarding our Audit Committee, including our audit committee financial expert and our Codes of Ethics for senior financial officers and other associates required by this item is incorporated herein by reference to the information under the captions "Information About the Board—Board Committees," "Corporate Governance—Audit Committee Financial Experts" and "Corporate Governance—Code of Ethics for the CEO and Senior Financial Officers" included in our Proxy Statement. "Item 1. Business," above contains information relating to the availability of a copy of our Code of Ethics for our CEO and Senior Financial Officers and our Statement of Ethics on our website.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is incorporated herein by reference to all information under the captions "Executive Compensation" and "Information About the Board – Compensation of the Directors" and under the sub-captions "Compensation Committee Interlocks and Insider Participation" and "Compensation Committee Report" that appear under the caption "Corporate Governance" included in our Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item is incorporated herein by reference to all information under the sub-captions "Holdings of Major Shareholders" and "Holdings of Officers and Directors" that appear under the caption "Stock Ownership" and all information that appears under the caption "Equity Compensation Plan Information" included in our Proxy Statement.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item is incorporated herein by reference to all information under the caption "Related-Party Transactions", under the caption "Corporate Governance - Transaction Review Policy" and under the caption "Information About the Board—Director Independence" included in our Proxy Statement.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item is incorporated herein by reference to all information under the caption "Corporate Governance—Audit Committee Pre-Approval Policy" and under the caption "Company Proposal— Proposal No. 2: Ratification of Independent Accountants" included in our Proxy Statement.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) (1) and (2) Consolidated Financial Statements

The financial statements listed in the following table, which are included in our Annual Report to Shareholders, are incorporated herein by reference to the portions of this Annual Report on Form 10-K filed as Exhibit 13 hereto.

	Annual Report to Shareholders (page)
Consolidated Statements of Income for each of the three years in the period ended January 31, 2009	18
Consolidated Balance Sheets at January 31, 2009 and 2008	19
Consolidated Statements of Shareholders' Equity for each of the three years in the period ended January 31, 2009	20
Consolidated Statements of Cash Flows for each of the three years in the period ended January 31, 2009	21
Notes to Consolidated Financial Statements	22
Report of Independent Registered Public Accounting Firm	42
Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting	43
Management's Report to Our Shareholders	44

All schedules have been omitted because the required information is not present or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the financial statements, including the notes thereto.

(3) Exhibits

The following documents are filed as exhibits to this Form 10-K:

- 3(a) Restated Certificate of Incorporation of the Company, is incorporated herein by reference to Exhibit 3(a) to the Annual Report on Form 10-K of the Company for the year ended January 31, 1989 (which document may be found and reviewed in the SEC's Public Reference Room at 100 F Street, NE, Room 1580, Washington, D.C. 20549, in the files therein relating to the Company, whose SEC file number is No. 1-6991), the Certificate of Amendment to the Restated Certificate of Incorporation is incorporated herein by reference to Registration Statement on Form S-8 (File Number 33-13315) and the Certificate of Amendment to the Restated Certificate of Incorporation is incorporated hereby by reference to the Current Report on Form 8-K of the Company, dated August 11, 1999 (which document may be found and reviewed in the SEC's Public Reference Room at 100 F Street, NE, Room 1580, Washington, D.C. 20549, in the files therein relating to the Company, whose SEC file number is No. 1-6991).
- 3(b) Amended and Restated Bylaws of the Company are incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K of the Company dated September 25, 2006.
- 4(a) Form of Indenture dated as of June 1, 1985, between the Company and Bank of New York, Trustee, (formerly Boatmen's Trust Company and Centerre Trust Company) is incorporated herein by reference to Exhibit 4(c) to Registration Statement on Form S-3 (File Number 2-97917).
- 4(b) Form of Indenture dated as of August 1, 1985, between the Company and Bank of New York, Trustee, (formerly Boatmen's Trust Company and Centerre Trust Company) is incorporated herein by reference to Exhibit 4(c) to Registration Statement on Form S-3 (File Number 2-99162).
- 4(c) Form of Amended and Restated Indenture, Mortgage and Deed of Trust, Assignment of Rents and Security Agreement dated as of December 1, 1986, among the First National Bank of Boston and James E. Mogavero, Owner Trustees, Rewal Corporation I, Estate for Years Holder, Rewal Corporation II, Remainderman, the Company and the First National Bank of Chicago and R.D. Manella, Indenture Trustees, is incorporated herein by reference to Exhibit 4(b) to Registration Statement on Form S-3 (File Number 33-11394).
- 4(d) Form of Indenture dated as of July 15, 1990, between the Company and Harris Trust and Savings Bank, Trustee, is incorporated herein by reference to Exhibit 4(b) to Registration Statement on Form S-3 (File Number 33-35710).
- 4(e) Indenture dated as of April 1, 1991, between the Company and J.P. Morgan Trust Company, National Association, as successor trustee to Bank One Trust Company, NA, as successor trustee to The First National Bank of Chicago, Trustee, is incorporated herein by reference to Exhibit 4(a) to Registration Statement on Form S-3 (File Number 33-51344).
- 4(f) First Supplemental Indenture dated as of September 9, 1992, to the Indenture dated as of April 1, 1991, between the Company and J.P. Morgan Trust Company, National Association, as successor trustee to Bank One Trust Company, NA, as successor trustee to The First National Bank of Chicago, Trustee, is incorporated herein by reference to Exhibit 4(b) to Registration Statement on Form S-3 (File Number 33-51344).
- 4(g) Indenture dated as of July 5, 2001, between the Company and J.P. Morgan Trust Company, National Association, as successor trustee to Bank One Trust Company, NA, is incorporated by reference to Exhibit 4.1 to Registration Statement on Form S-3 (File Number 333-64740).
- 4(h) Indenture dated as of December 11, 2002, between the Company and J.P. Morgan Trust Company, National Association, as successor trustee to Bank One Trust Company, NA, is incorporated by reference to Exhibit 4.5 to Registration Statement on Form S-3 (File Number 333-101847).
- 4(i) Indenture dated as of July 19, 2005, between the Company and J.P. Morgan Trust Company, National Association is incorporated by reference to Exhibit 4.5 to Registration Statement on Form S-3 (File Number 333-126512).
- 4(j) First Supplemental Indenture, dated December 1, 2006, between Wal-Mart Stores, Inc. and The Bank of New York Trust Company, N.A., as successor-in-interest to J.P. Morgan Trust Company, National Association, as Trustee, under the Indenture, dated as of July 19, 2005, between Wal-Mart Stores, Inc. and J.P. Morgan Trust Company, National Association, as Trustee, is incorporated herein by reference to Exhibit 4.6 to Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (File Number 333-130569).
- +10(a) Form of individual deferred compensation agreements is incorporated herein by reference to Exhibit 10(b) from the Annual Report on Form 10-K of the Company, as amended, for the fiscal year ended January 31, 1986 (which document may be found and reviewed in the SEC's Public Reference Room at 100 F Street, NE, Room 1580, Washington, D.C. 20549, in the files therein relating to the Company, whose SEC file number is No. 1-6991).
- +10(b) Wal-Mart Stores, Inc. Stock Option Plan of 1994 is incorporated herein by reference to Exhibit 4(c) to Registration Statement on Form S-8 (File Number 33-55325).

- +10(c) Wal-Mart Stores, Inc. Officer Deferred Compensation Plan as amended and restated effective March 31, 2003 is incorporated herein by reference to Exhibit 10(g) from the Annual Report on Form 10-K of the Company for the fiscal year ended January 31, 2004, filed on April 9, 2004.
- +10(d) Wal-Mart Stores, Inc. Restricted Stock Plan is incorporated herein by reference to Exhibit 10(j) from the Annual Report on Form 10-K of the Company for the fiscal year ended January 31, 1997, filed on April 21, 1997.
- +10(e) Wal-Mart Stores, Inc. Management Incentive Plan as amended and restated effective February 1, 2003 is incorporated herein by reference to Exhibit 10(l) to the Annual Report on Form 10-K of the Company for the fiscal year ended January 31, 2004, filed on April 9, 2004.
- +10(f) The Rules of the ASDA Sharesave Plan 2000, as amended June 4, 2004, are incorporated by reference to Exhibit 10(m) to the Annual Report on Form 10-K of the Company for the fiscal year ended January 31, 2005, filed on March 31, 2005.
- +10(g) The ASDA Colleague Share Ownership Plan 1999, as amended June 4, 2004, is incorporated by reference to Exhibit 10(n) to the Annual Report on Form 10-K of the Company for the fiscal year ended January 31, 2005, filed on March 31, 2005.
- +10(h) Retirement Agreement, dated January 22, 2005 between the Company and Thomas M. Coughlin is incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of the Company dated January 25, 2005.
- +10(i) Form of Notice of Non Qualified Stock Option Grant, as amended January 3, 2005, is incorporated by reference to Exhibit 10(p) to the Annual Report on Form 10-K of the Company for the fiscal year ended January 31, 2005, filed on March 31, 2005.
- +10(j) Form of Notification of Restricted Stock Award and Terms and Conditions of Award, as amended January 3, 2005, is incorporated by reference to Exhibit 10(q) to the Annual Report on Form 10-K of the Company for the fiscal year ended January 31, 2005, filed on March 31, 2005.
- +10(k) Form of Notification of Stock Value Equivalent Award and Terms and Conditions of Award, is incorporated by reference to Exhibit 10(r) to the Annual Report on Form 10-K of the Company for the fiscal year ended January 31, 2005, filed on March 31, 2005.
- +10(l) Form of Post -Termination Agreement and Covenant Not to Compete with attached Schedule of Executive Officers Who Have Executed a Post-Termination Agreement and Covenant Not to Compete, Together with Summary of Material Differences From Form of Agreement Filed is incorporated by reference to Exhibit 10(o) from Amendment No. 1 to the Annual Report on Form 10-K of the Company for the fiscal year ended January 31, 2004, filed on August 26, 2004.
- +10(m) Wal-Mart Stores, Inc. 2004 Associate Stock Purchase Plan, as amended and restated effective as of February 1, 2004, is incorporated by reference to Exhibit 10(p) to the Annual Report on Form 10-K of the Company for the fiscal year ended January 31, 2005, filed on March 31, 2005.
- +10(n) Wal-Mart Stores, Inc. Stock Incentive Plan of 2005, as amended January 1, 2005, is incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of the Company dated June 9, 2005.
- +10(o) Form of Wal-Mart Stores, Inc. Stock Incentive Plan, Notice of Non Qualified Stock Option Grant is incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of the Company dated June 9, 2005.
- +10(p) Form of Wal-Mart Stores, Inc. Stock Incentive Plan, Restrictive Stock Award, Notification of Award and Terms and Conditions of Award is incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K of the Company dated June 9, 2005.

- +10(q) Form of Wal-Mart Stores, Inc. Stock Incentive Plan, Performance Share Award, Notification of Award and Terms and Conditions of Award is incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K of the Company dated June 9, 2005.
- +10(r) Form of Wal-Mart Stores, Inc. Stock Incentive Plan, Performance Based Restrictive Stock Award, Notification of Award and Terms and Conditions of Award is incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of the Company, dated September 28, 2005.
- +10(s) Amendment to form of Post-Termination Agreement and Covenant Not to Compete Agreements is incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of the Company, dated December 12, 2005.
- +10(t) Amendment to form of Post-Termination Agreement and Covenant Not to Compete Agreements is incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of the Company dated December 12, 2005.
- +10(u) Wal-Mart Stores, Inc. Supplemental Executive Retirement Plan (As Amended Effective January 1, 2005) is incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of the Company dated March 7, 2006.
- +10(v) Separation Agreement between Wal-Mart Stores, Inc and John B. Menzer, dated January 21, 2008, is incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of the Company dated January 25, 2008.
- +10(w) Wal-Mart Stores, Inc. Director Compensation Plan, Amended and Restated Effective January 1, 2005 (except as otherwise provided therein) is incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K of the Company dated March 7, 2006.
- +10(x) Agreement between Wal-Mart Stores, Inc. and H. Lee Scott, Jr., dated November 20, 2008, is incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K of the Company dated November 21, 2008.
- *12 Statement re computation of ratios.
- *13 Portions of our Annual Report to Shareholders for the fiscal year ending January 31, 2009. All information incorporated by reference in Items 1, 2, 3, 5, 6, 7, 7A, 8 and 9A of this Annual Report on Form 10-K from the Annual Report to Shareholders for the fiscal year ended January 31, 2009 is filed with the SEC. The balance of the information in the Annual Report to Shareholders will be furnished to the SEC in accordance with Item 601(b) (13) of Regulation S-K.
- *21 List of the Company's Significant Subsidiaries.
- *23 Consent of Independent Registered Public Accounting Firm.
- *31.1 Chief Executive Officer Section 302 Certification.
- *31.2 Chief Financial Officer Section 302 Certification.
- **32.1 Chief Executive Officer Section 906 Certification.
- **32.2 Chief Financial Officer Section 906 Certification.
- * Filed herewith as an Exhibit.
- ** Furnished herewith as an Exhibit.
- + Management contracts and compensatory plans and arrangements required to be filed as exhibits pursuant to Item 15(b) of this report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Wal-Mart Stores, Inc.

DATE: April 1, 2009

By /s/ Michael T. Duke
Michael T. Duke
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

DATE: April 1, 2009

By /s/ Michael T. Duke
Michael T. Duke
President and Chief Executive Officer and Director
(Principal Executive Officer)

DATE: April 1, 2009

By /s/ S. Robson Walton
S. Robson Walton
Chairman of the Board and Director

DATE: April 1, 2009

By /s/ Thomas M. Schoewe
Thomas M. Schoewe
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

DATE: April 1, 2009

By /s/ Steven P. Whaley
Steven P. Whaley
Senior Vice President and Controller
(Principal Accounting Officer)

DATE: April 1, 2009

By /s/ Aida M. Alvarez
Aida M. Alvarez
Director

DATE: April 1, 2009

By /s/ James W. Breyer
James W. Breyer
Director

DATE: April 1, 2009

By /s/ M. Michele Burns
M. Michele Burns
Director

DATE: April 1, 2009

By /s/ James I. Cash, Jr.
James I. Cash, Jr.
Director

Signature Page to Wal-Mart Stores, Inc.
Form 10-K for Fiscal Year Ended January 31, 2009

DATE: April 1, 2009	By	<u>/s/ Roger C. Corbett</u> Roger C. Corbett Director
DATE: April 1, 2009	By	<u>/s/ Douglas N. Daft</u> Douglas N. Daft Director
DATE: April 1, 2009	By	<u>/s/ David D. Glass</u> David D. Glass Director
DATE: April 1, 2009	By	<u>/s/ Gregory B. Penner</u> Gregory B. Penner Director
DATE: April 1, 2009	By	<u>/s/ Allen I. Questrom</u> Allen I. Questrom Director
DATE: April 1, 2009	By	<u>/s/ H. Lee Scott, Jr.</u> H. Lee Scott, Jr. Chairman of the Executive Committee of the Board and Director
DATE: April 1, 2009	By	<u>/s/ Arne M. Sorenson</u> Arne M. Sorenson Director
DATE: April 1, 2009	By	<u>/s/ Jim C. Walton</u> Jim C. Walton Director
DATE: April 1, 2009	By	<u>/s/ Christopher J. Williams</u> Christopher J. Williams Director
DATE: April 1, 2009	By	<u>/s/ Linda S. Wolf</u> Linda S. Wolf Director

Signature Page to Wal-Mart Stores, Inc.
Form 10-K for Fiscal Year Ended January 31, 2009

RATIO OF EARNINGS TO FIXED CHARGES
(amounts in millions, except ratios)

	Fiscal Year				
	2009	2008	2007	2006	2005
Income from continuing operations before income taxes and minority interest	\$20,898	\$20,158	\$18,968	\$17,513	\$16,289
Capitalized interest	(88)	(150)	(182)	(157)	(120)
Minority interest	(499)	(406)	(425)	(324)	(249)
Adjusted income before income taxes	20,311	19,602	18,361	17,032	15,920
Fixed Charges:					
Interest *	2,267	2,267	2,009	1,603	1,326
Interest component of rent	406	464	368	328	319
Total fixed charges	2,673	2,731	2,377	1,931	1,645
Income from continuing operations before income taxes and fixed charges	\$22,984	\$22,333	\$20,738	\$18,963	\$17,565
Ratio of earnings to fixed charges	8.6	8.2	8.7	9.8	10.7

* Includes interest on debt, capital leases, uncertain tax positions, amortization of debt issuance costs and capitalized interest.

Financial information for fiscal years 2006, 2007 and 2008 has been restated to reflect the impact of the following activities in fiscal 2009:

- The closure and disposition of 23 stores and other properties of The Seiyu, Ltd. (“Seiyu”) in Japan under a restructuring plan; and
- The sale of Gazeley Limited (“Gazeley”), a property development subsidiary in the United Kingdom.

Financial information for fiscal year 2005 has not been restated to reflect the impact of these activities as the adjustments are immaterial.

Financial information for fiscal years 2005 and 2006 has been restated to reflect the disposition of our South Korean and German operations that occurred in fiscal 2007.

SIGNIFICANT SUBSIDIARIES OF WAL-MART STORES, INC.

The following list details certain of the subsidiaries of Wal-Mart Stores, Inc. Subsidiaries not included in the list are omitted because, in the aggregate, they are insignificant as defined by Item 601(b) (21) of Regulation S-K.

SUBSIDIARY	ORGANIZED OR INCORPORATED	PERCENT OF EQUITY SECURITIES OWNED	NAME UNDER WHICH DOING BUSINESS OTHER THAN SUBSIDIARY'S
Wal-Mart Stores East, LP	Delaware, U. S.	100%	Wal-Mart
Wal-Mart Property Company	Delaware, U. S.	100%	NA
Wal-Mart Real Estate Business Trust	Delaware, U. S.	100%	NA
ASDA Group Limited	England	100%	ASDA/Wal-Mart

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Annual Report (Form 10-K) of Wal-Mart Stores, Inc. of our reports dated March 27, 2009, with respect to the consolidated financial statements of Wal-Mart Stores, Inc., and the effectiveness of internal control over financial reporting of Wal-Mart Stores, Inc., included in the 2009 Annual Report to Shareholders of Wal-Mart Stores, Inc.

We consent to the incorporation by reference in the following Registration Statements:

- | | | |
|------|---|---------------------------------------|
| (1) | Stock Option Plan of 1984 of Wal-Mart Stores, Inc., as amended | Form S-8 File Nos. 2-94358 and 1-6991 |
| (2) | Stock Option Plan of 1994 of Wal-Mart Stores, Inc., as amended | Form S-8 File No. 33-55325 |
| (3) | Dividend Reinvestment and Stock Purchase Plan of Wal-Mart Stores, Inc. | Form S-8 File No. 333-02089 |
| (4) | Director Compensation Plan of Wal-Mart Stores, Inc. | Form S-8 File No. 333-24259 |
| (5) | 401 (k) Retirement Savings Plan of Wal-Mart Stores, Inc. | Form S-8 File No. 333-29847 |
| (6) | 401 (k) Retirement Savings Plan of Wal-Mart Puerto Rico, Inc. | Form S-8 File No. 333-44659 |
| (7) | Wal-Mart Stores, Inc. Associate Stock Purchase Plan of 1996 | Form S-8 File No. 333-62965 |
| (8) | Wal-Mart Stores, Inc. Stock Incentive Plan of 1998 | Form S-8 File No. 333-60329 |
| (9) | The ASDA Colleague Share Ownership Plan
The ASDA Group Long Term Incentive Plan
The ASDA Group PLC Sharesave Scheme
The ASDA 1984 Executive Share Option Scheme
The ASDA 1994 Executive Share Option Scheme | Form S-8 File No. 333-84027 |
| (10) | The ASDA Colleague Share Ownership Plan 1999 | Form S-8 File No. 333-88501 |
| (11) | Wal-Mart Profit Sharing and 401 (k) Plan | Form S-8 File No. 333-109421 |
| (12) | Associate Stock Purchase Plan of 1996 | Form S-8 File No. 333-109417 |
| (13) | Wal-Mart Puerto Rico Profit Sharing and 401 (k) Plan | Form S-8 File No. 333-109414 |
| (14) | ASDA Colleague Share Ownership Plan 1999 and ASDA Sharesave Plan 2000 | Form S-8 File No. 333-107439 |
| (15) | Wal-Mart Stores, Inc. Stock Incentive Plan of 2005 | Form S-8 File No. 333-128204 |
| (16) | Debt Securities of Wal-Mart Stores, Inc. | Form S-3 ASR File No. 333-156724 |

of our reports dated March 27, 2009, with respect to the consolidated financial statements of Wal-Mart Stores, Inc., and the effectiveness of internal control over financial reporting of Wal-Mart Stores, Inc., incorporated herein by reference in this Annual Report (Form 10-K) of Wal-Mart Stores, Inc. for the year ended January 31, 2009.

/s/ Ernst & Young LLP

Rogers, Arkansas
March 27, 2009

I, Michael T. Duke, certify that:

1. I have reviewed this Annual Report on Form 10-K of Wal-Mart Stores, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluations; and
 - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting.
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the Audit Committee of the registrant’s Board of Directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: April 1, 2009

/s/ Michael T. Duke

Michael T. Duke
President and Chief Executive Officer

I, Thomas M. Schoewe, certify that:

1. I have reviewed this Annual Report on Form 10-K of Wal-Mart Stores, Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluations; and
 - d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting.
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the Audit Committee of the registrant’s Board of Directors:
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: April 1, 2009

/s/ Thomas M. Schoewe

Thomas M. Schoewe

Executive Vice President and Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350 (AS ADOPTED
PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002)**

In connection with the Annual Report of Wal-Mart Stores, Inc. (the "Company") on Form 10-K for the period ending January 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael T. Duke, President and Chief Executive Officer of the Company, certify to my knowledge and in my capacity as an officer of the Company, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

IN WITNESS WHEREOF, the undersigned has executed this Certificate, effective as of April 1, 2009.

/s/ Michael T. Duke
Michael T. Duke
President and Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to Wal-Mart Stores, Inc. and will be retained by Wal-Mart Stores, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350 (AS ADOPTED
PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002)**

In connection with the Annual Report of Wal-Mart Stores, Inc. (the "Company") on Form 10-K for the period ending January 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Thomas M. Schoewe, Executive Vice President and Chief Financial Officer of the Company, certify to my knowledge and in my capacity as an officer of the Company, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

IN WITNESS WHEREOF, the undersigned has executed this Certificate, effective as of April 1, 2009.

/s/ Thomas M. Schoewe

Thomas M. Schoewe

Executive Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Wal-Mart Stores, Inc. and will be retained by Wal-Mart Stores, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Five-Year Financial Summary
Wal-Mart Stores, Inc.

(Dollar amounts in millions except ratios and per share data)

Fiscal Year Ended January 31,	2009	2008	2007	2006	2005
Operating Results					
Net sales	\$401,244	\$374,307	\$344,759	\$308,945	\$281,488
Net sales increase	7.2%	8.6%	11.6%	9.8%	11.4%
Comparable store sales increase in the United States ⁽¹⁾	3.5%	1.6%	2.0%	3.4%	3.3%
Cost of sales	\$306,158	\$286,350	\$263,979	\$237,649	\$216,832
Operating, selling, general and administrative expenses	76,651	70,174	63,892	55,724	50,178
Interest expense, net	1,900	1,794	1,529	1,180	980
Effective tax rate	34.2%	34.2%	33.5%	33.1%	34.2%
Income from continuing operations	\$13,254	\$12,863	\$12,189	\$11,386	\$10,482
Net income	13,400	12,731	11,284	11,231	10,267
Per share of common stock:					
Income from continuing operations, diluted	\$3.35	\$3.16	\$2.92	\$2.72	\$2.46
Net income, diluted	3.39	3.13	2.71	2.68	2.41
Dividends	0.95	0.88	0.67	0.60	0.52
Financial Position					
Current assets of continuing operations	\$48,754	\$47,053	\$46,489	\$43,473	\$37,913
Inventories	34,511	35,159	33,667	31,910	29,419
Property, equipment and capital lease assets, net	95,653	96,867	88,287	77,863	66,549
Total assets of continuing operations	163,234	162,547	150,658	135,758	117,139
Current liabilities of continuing operations	55,307	58,338	52,089	48,915	42,609
Long-term debt	31,349	29,799	27,222	26,429	20,087
Long-term obligations under capital leases	3,200	3,603	3,513	3,667	3,073
Shareholders' equity	65,285	64,608	61,573	53,171	49,396
Financial Ratios					
Current ratio	0.9	0.8	0.9	0.9	0.9
Return on assets ⁽²⁾	8.4%	8.5%	8.8%	9.3%	9.8%
Return on shareholders' equity ⁽³⁾	21.2%	21.0%	22.0%	22.8%	23.1%
Other Year-End Data					
<i>Walmart U.S. Segment</i>					
Discount stores in the United States	891	971	1,075	1,209	1,353
Supercenters in the United States	2,612	2,447	2,256	1,980	1,713
Neighborhood Markets in the United States	153	132	112	100	85
<i>International Segment</i>					
Units outside the United States	3,615	3,098	2,734	2,158	1,480
<i>Sam's Club Segment</i>					
Sam's Clubs in the United States	602	591	579	567	551

⁽¹⁾ For fiscal 2006 and fiscal 2005, we considered comparable store sales to be sales at stores that were open as of February 1st of the prior fiscal year and which had not been converted, expanded or relocated since that date. Fiscal 2008 and fiscal 2007 comparable store sales includes all stores and clubs that have been open for at least the previous 12 months. Additionally, for those fiscal years, stores and clubs that are relocated, expanded or converted are excluded from comparable store sales for the first 12 months following the relocation, expansion or conversion. Fiscal 2009 comparable store sales included sales from stores and clubs open for the previous 12 months, including remodels, relocations and expansions.

⁽²⁾ Income from continuing operations before minority interest divided by average total assets from continuing operations.

⁽³⁾ Income from continuing operations before minority interest divided by average shareholders' equity.

Financial information for fiscal years 2006, 2007 and 2008 has been restated to reflect the impact of the following activities in fiscal 2009:

- The closure and disposition of 23 stores and other properties of The Seiyu, Ltd. ("Seiyu") in Japan under a restructuring plan; and
- The sale of Gazeley Limited ("Gazeley"), a property development subsidiary in the United Kingdom.

Financial information for fiscal year 2005 has not been restated to reflect the impact of these activities as the adjustments are immaterial.

Financial information for fiscal years 2005 and 2006 has been restated to reflect the disposition of our South Korean and German operations that occurred in fiscal 2007.

The consolidation of Seiyu had a significant impact on the fiscal 2006 financial position amounts in this summary.

Certain reclassifications have been made to prior periods to conform to current presentations.

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Wal-Mart Stores, Inc.
Management's Discussion and Analysis of
Financial Condition and Results of Operations

Overview

Wal-Mart Stores, Inc. ("Wal-Mart," the "Company" or "we") operates retail stores in various formats around the world and is committed to saving people money so they can live better. We earn the trust of our customers every day by providing a broad assortment of quality merchandise and services at every day low prices ("EDLP"), while fostering a culture that rewards and embraces mutual respect, integrity and diversity. EDLP is our pricing philosophy under which we price items at a low price every day so that our customers trust that our prices will not change under frequent promotional activity. Our focus for Sam's Club is to provide exceptional value on brand-name merchandise at "members only" prices for both business and personal use. Internationally, we operate with similar philosophies. Our fiscal year ends on January 31.

We intend for this discussion to provide the reader with information that will assist in understanding our financial statements, the changes in certain key items in those financial statements from year to year, and the primary factors that accounted for those changes, as well as how certain accounting principles affect our financial statements. We also discuss certain performance metrics that management uses to assess our performance. The discussion also provides information about the financial results of the various segments of our business to provide a better understanding of how those segments and their results affect the financial condition and results of operations of the Company as a whole. This discussion should be read in conjunction with our financial statements as of January 31, 2009, and the year then ended and accompanying notes.

Throughout this Management's Discussion and Analysis of Financial Condition and Results of Operations, we discuss segment operating income and comparable store sales. Segment operating income refers to income from continuing operations before net interest expense, income taxes and minority interest and excludes unallocated corporate overhead and results of discontinued operations. From time to time, we revise the measurement of each segment's operating income as changes in business needs dictate. When we do, we restate all periods presented for comparative purposes.

Comparable store sales is a measure which indicates the performance of our existing stores by measuring the growth in sales for such stores for a particular period over the corresponding period in the prior year. In fiscal 2008 and fiscal 2007, our method of calculating comparable store sales included all stores and clubs that were open for at least the previous 12 months. Additionally, stores and clubs that were relocated, expanded or converted were excluded from comparable store sales for the first 12 months following the relocation, expansion or conversion. During fiscal year 2008, the Company reviewed its definition of comparable store sales for consistency with other retailers. For fiscal year 2009, beginning February 1, 2008, Wal-Mart revised its definition of comparable store sales to include sales from stores and clubs open for the previous 12 months, including remodels, relocations and expansions. Changes in format continue to be excluded from comparable store sales when the conversion is accompanied by a relocation or expansion that results in a change in square footage of more than five percent. Since the impact of this revision is inconsequential, the Company will not restate comparable store sales results for previously reported years. Comparable store sales are also referred to as "same-store" sales by others within the retail industry. The method of calculating comparable store sales varies across the retail industry. As a result, our calculation of comparable store sales is not necessarily comparable to similarly titled measures reported by other companies.

Operations

Our operations comprise three business segments: Walmart U.S., International and Sam's Club.

Our Walmart U.S. segment is the largest segment of our business, accounting for 63.7% of our fiscal 2009 net sales and operates stores in three different formats in the United States, as well as its online retail operations, walmart.com. Our Walmart U.S. retail formats include:

- Discount stores, which average approximately 108,000 square feet in size and offer a wide assortment of general merchandise and a limited variety of food products;
- Supercenters, which average approximately 186,000 square feet in size and offer a wide assortment of general merchandise and a full-line supermarket; and
- Neighborhood Markets, which average approximately 42,000 square feet in size and offer a full-line supermarket and a limited assortment of general merchandise.

At January 31, 2009, our International segment consisted of retail operations in 14 countries and Puerto Rico. This segment generated 24.6% of our fiscal 2009 net sales. The International segment includes numerous different formats of retail stores and restaurants, including discount stores, supercenters and Sam's Clubs that operate outside the United States.

Our Sam's Club segment consists of membership warehouse clubs in the United States and the segment's online retail operations, samsclub.com. Sam's Club accounted for 11.7% of our fiscal 2009 net sales. Our Sam's Clubs average approximately 133,000 square feet in size.

For certain financial information relating to our segments, see Note 11 to our Consolidated Financial Statements.

The Retail Industry

We operate in the highly competitive retail industry in both the United States and the countries we serve internationally. We face strong sales competition from other discount, department, drug, variety and specialty stores, warehouse clubs, and supermarkets, many of which are national, regional or international chains, as well as internet-based retailers and catalog businesses. We compete with a number of companies for prime retail site locations, as well as in attracting and retaining quality employees (whom we call “associates”). We, along with other retail companies, are influenced by a number of factors including, but not limited to: general economic conditions, cost of goods, consumer disposable income, consumer debt levels and buying patterns, consumer credit availability, interest rates, customer preferences, unemployment, labor costs, inflation, currency exchange fluctuations, fuel and energy prices, weather patterns, catastrophic events, competitive pressures and insurance costs. Further information on risks to our Company can be located in “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended January 31, 2009.

Company Performance Metrics

Management uses a number of metrics to assess the Company’s performance including:

- Total sales;
- Comparable store sales;
- Operating income;
- Diluted income per share from continuing operations;
- Return on investment; and
- Free cash flow.

Total Sales (Amounts in millions)

	Fiscal Year Ended January 31,							
	2009			2008			2007	
	Net sales	Percent of total	Percent increase	Net sales	Percent of total	Percent increase	Net sales	Percent of total
Walmart U.S.	\$255,745	63.7%	6.8%	\$239,529	64.0%	5.8%	\$226,294	65.6%
International	98,645	24.6%	9.1%	90,421	24.1%	17.6%	76,883	22.3%
Sam’s Club	46,854	11.7%	5.6%	44,357	11.9%	6.7%	41,582	12.1%
Total net sales	\$401,244	100.0%	7.2%	\$374,307	100.0%	8.6%	\$344,759	100.0%

Comparable Store Sales

	Fiscal Year Ended January 31,		
	2009	2008	2007
Walmart U.S.	3.2%	1.0%	1.9%
Sam’s Club ⁽¹⁾	4.8%	4.9%	2.5%
Total U.S.	3.5%	1.6%	2.0%

(1) Sam’s Club comparable club sales include fuel. Fuel sales had a positive impact of 1.2 and 0.7 percentage points in fiscal years 2009 and 2008, respectively, and negative 0.4 percentage points on comparable club sales in fiscal 2007.

Our total net sales increased by 7.2% and 8.6% in fiscal 2009 and 2008 when compared to the previous fiscal year. Those increases resulted from our global store expansion programs, comparable store sales increases and acquisitions.

Comparable store sales is a measure which indicates the performance of our existing stores by measuring the growth in sales for such stores for a particular period over the corresponding period in the prior year. Comparable store sales in the United States increased 3.5% in fiscal 2009 and 1.6% in fiscal 2008. Comparable store sales in the United States in fiscal 2009 were higher than fiscal 2008 due to an increase in customer traffic as well as an increase in average transaction size per customer. As we continue to add new stores in the United States, we do so with an understanding that additional stores may take sales away from existing units. During fiscal 2008, in connection with our revisions to our capital efficiency model, we revised our methodology for calculating the negative impact of new stores on comparable store sales. Using our new methodology, we estimate the negative impact on comparable store sales as a result of opening new stores was approximately 1.1% in fiscal 2009 and 1.5% in fiscal 2008. With our planned reduction in new store growth, we expect the impact of new stores on comparable store sales to decline over time.

During fiscal 2009, foreign currency exchange rates had a \$2.3 billion unfavorable impact on the International segment's net sales. Despite this unfavorable impact, the International segment's net sales as a percentage of total Company net sales increased slightly. Although movements in foreign currency exchange rates cannot reasonably be predicted, volatility in foreign currency exchange rates, when compared to prior periods, may continue to impact the International segment's reported operating results in the foreseeable future. The slight decrease in the Sam's Club segment's net sales as a percent of total Company net sales in fiscal 2009 and 2008, when compared to the previous fiscal years resulted from the more rapid development of new stores in the International and Walmart U.S. segments than the Sam's Club segment. We expect this trend to continue for the foreseeable future.

In fiscal 2008, foreign currency exchange rates had a \$4.5 billion favorable impact on the International segment's net sales, which increased the International segment's net sales as a percentage of total Company net sales. Additionally, the decrease in the Sam's Club segment's net sales as a percentage of total Company net sales in fiscal 2008 and 2007, when compared to the previous fiscal years resulted from the more rapid development of new stores in the International and Walmart U.S. segments than the Sam's Club segment.

Operating Income (Amounts in millions)

	Fiscal Year Ended January 31,							
	2009			2008			2007	
	Operating income	Percent of total	Percent increase	Operating income	Percent of total	Percent increase	Operating income	Percent of total
Walmart U.S.	\$18,763	82.3%	7.1%	\$17,516	79.8%	5.4%	\$16,620	81.1%
International	4,940	21.7%	4.6%	4,725	21.5%	10.8%	4,265	20.8%
Sam's Club	1,610	7.1%	-0.5%	1,618	7.4%	9.3%	1,480	7.2%
Other	(2,515)	-11.1%	31.9%	(1,907)	-8.7%	2.1%	(1,868)	-9.1%
Total operating income	\$22,798	100.0%	3.9%	\$21,952	100.0%	7.1%	\$20,497	100.0%

Operating income growing faster than net sales is a meaningful measure because it indicates how effectively we manage costs and leverage expenses. For fiscal 2009, our operating income increased by 3.9% when compared to fiscal 2008, while net sales increased by 7.2% over the same period. For the individual segments, our Walmart U.S. segment met this target; however, our International and Sam's Club segments did not. The International segment fell short of this objective due to fluctuations in foreign currency exchange rates. The Sam's Club segment fell short of this objective due to increases in operating, selling, general and administrative expenses ("operating expenses").

Diluted Income per Share from Continuing Operations

	Fiscal Year Ended January 31,		
	2009	2008	2007
Diluted income per share from continuing operations	\$3.35	\$3.16	\$2.92

Diluted earnings per share from continuing operations increased in fiscal 2009 and 2008 as a result of increases in income from continuing operations in conjunction with share repurchases reducing the number of weighted average shares outstanding.

Return on Investment

Management believes return on investment ("ROI") is a meaningful metric to share with investors because it helps investors assess how efficiently Wal-Mart is employing its assets. ROI was 19.3% for fiscal 2009 and 19.6% for fiscal 2008. The decrease in ROI in fiscal 2009 resulted from our recent investment in Chile and the accrual for our settlement of 63 wage and hour class action lawsuits, as further discussed in footnotes 6 and 8, respectively, of the Notes to Consolidated Financial Statements.

We define ROI as adjusted operating income (operating income plus interest income and depreciation and amortization and rent from continuing operations) for the fiscal year or trailing twelve months divided by average investment during that period. We consider average investment to be the average of our beginning and ending total assets of continuing operations plus accumulated depreciation and amortization less accounts payable and accrued liabilities for that period, plus a rent factor equal to the rent for the fiscal year or trailing twelve months multiplied by a factor of eight.

ROI is considered a non-GAAP financial measure under the SEC's rules. We consider return on assets ("ROA") to be the financial measure computed in accordance with generally accepted accounting principles ("GAAP") that is the most directly comparable financial measure to ROI as we calculate that financial measure. ROI differs from return on assets (income from continuing operations before minority interest for the fiscal year or the trailing twelve months divided by average of total assets of continuing operations for the period) because: ROI adjusts operating income to exclude certain expense items and add interest income; it adjusts total assets from continuing operations for the impact of accumulated depreciation and amortization, accounts payable and accrued liabilities; and it incorporates a factor of rent to arrive at total invested capital.

Although ROI is a standard financial metric, numerous methods exist for calculating a company's ROI. As a result, the method used by management to calculate ROI may differ from the method other companies use to calculate their ROI. We urge you to understand the method used by another company to calculate its ROI before comparing our ROI to that of the other company.

The calculation of ROI along with a reconciliation to the calculation of ROA, the most comparable GAAP financial measurement, is as follows:

(Amounts in millions)

	Fiscal Year Ended January 31,		
	2009	2008	
(Amounts in millions)			
Calculation of Return on Investment			
NUMERATOR			
Operating Income ⁽¹⁾	\$22,798	\$21,952	
+ Interest Income ⁽¹⁾	284	309	
+ Depreciation and Amortization ⁽¹⁾	6,739	6,317	
+ Rent ⁽¹⁾	1,751	1,604	
= Adjusted Operating Income	\$31,572	\$30,182	
DENOMINATOR			
Average Total Assets of Continuing Operations ⁽²⁾	\$162,891	\$156,603	
+ Average Accumulated Depreciation and Amortization ⁽²⁾	33,317	28,828	
- Average Accounts Payable ⁽²⁾	29,597	29,409	
- Average Accrued Liabilities ⁽²⁾	16,919	15,183	
+ Rent x 8	14,008	12,832	
= Invested Capital	\$163,700	\$153,671	
ROI	19.3%	19.6%	
Calculation of Return on Assets			
NUMERATOR			
Income From Continuing Operations Before Minority Interest ⁽¹⁾	\$13,753	\$13,269	
DENOMINATOR			
Average Total Assets of Continuing Operations ⁽²⁾	\$162,891	\$156,603	
ROA	8.4%	8.5%	
January 31,			
CERTAIN BALANCE SHEET DATA	2009	2008	2007
Total Assets of Continuing Operations ⁽¹⁾	\$163,234	\$162,547	\$150,658
Accumulated Depreciation and Amortization ⁽¹⁾	35,508	31,125	26,530
Accounts Payable ⁽¹⁾	28,849	30,344	28,473
Accrued Liabilities ⁽¹⁾	18,112	15,725	14,641

(1) Based on continuing operations only; therefore, this excludes the impact of our South Korean and German operations, which were sold in fiscal 2007, the impact of Gazeley which was reflected as a sale in the third quarter of fiscal 2009, and the impact of Seiyu store closures and other property divestitures in fiscal 2009, all of which are classified as discontinued operations for all periods presented. Total assets as of January 31, 2009, 2008 and 2007 in the table above exclude assets of discontinued operations of \$195 million, \$967 million and \$929 million, respectively.

(2) The average is based on the addition of the account balance at the end of the current period to the account balance at the end of the prior period and dividing by 2.

Free Cash Flow

We define free cash flow as net cash provided by operating activities of continuing operations in the period minus payments for property and equipment made in the period. Our free cash flow increased in fiscal 2009 from fiscal 2008 due to the increase in net cash provided by operating activities of continuing operations and the reduction in our capital expenditures primarily associated with our planned slowing of store expansion in the United States.

Free cash flow is considered a non-GAAP financial measure under the SEC's rules. Management believes, however, that free cash flow is an important financial measure for use in evaluating the Company's financial performance, which measures our ability to generate additional cash from our business operations. Free cash flow should be considered in addition to, rather than as a substitute for, income from continuing operations as a measure of our performance or net cash provided by operating activities of continuing operations as a measure of our liquidity. Additionally, our definition of free cash flow is limited and does not represent residual cash flows available for discretionary expenditures due to the fact that the measure does not deduct the payments required for debt service and other obligations or payments made for business acquisitions. Therefore, we believe it is important to view free cash flow as supplemental to our entire statement of cash flows.

The following table reconciles net cash provided by operating activities of continuing operations, a GAAP measure, to free cash flow, a non-GAAP measure.

<i>Amounts in millions</i>	Fiscal Year Ended January 31,		
	2009	2008	2007
Net cash provided by operating activities of continuing operations	\$23,147	\$20,642	\$20,280
Payments for property and equipment	(11,499)	(14,937)	(15,666)
Free cash flow	<u>\$11,648</u>	<u>\$5,705</u>	<u>\$4,614</u>
Net cash used in investing activities of continuing operations	\$(10,742)	\$(15,670)	\$(14,507)
Net cash used in financing activities	\$(9,918)	\$(7,422)	\$(5,122)

Results of Operations

The following discussion of our Result of Operations is based on our continuing operations and excludes any results or discussion of our discontinued operations.

Consolidated Results of Operations

Our total net sales increased by 7.2% and 8.6% in fiscal 2009 and fiscal 2008 when compared to the previous fiscal year. Those increases resulted from our global expansion programs, comparable store sales increases and acquisitions. During fiscal 2009, foreign currency exchange rates had a \$2.3 billion unfavorable impact on the International segment's net sales, however, the International segment's net sales as a percentage of total Company net sales increased slightly. In fiscal 2008, foreign currency exchange rates had a \$4.5 billion favorable impact on the International segment's net sales, causing an increase in the International segment's net sales as a percentage of total net sales relative to the Walmart U.S. and Sam's Club segments.

Our gross profit as a percentage of net sales (our "gross profit margin") was 23.7%, 23.5% and 23.4% in fiscal 2009, 2008 and 2007, respectively. Our Walmart U.S. and International segment sales yield higher gross profit margins than our Sam's Club segment. However, our International segment produced lower segment net sales increases in fiscal 2009 compared to sales increases in fiscal 2008 due to unfavorable fluctuations in foreign currency exchange rates in fiscal 2009. The gross profit margin increase in fiscal 2009 compared to fiscal 2008 was primarily due to lower inventory shrinkage and less markdown activity as a result of more effective merchandising in the Walmart U.S. segment. Additionally, the increase in gross profit margin in fiscal 2008 included a \$97 million refund of excise taxes previously paid on past merchandise sales of prepaid phone cards.

Operating expenses as a percentage of net sales were 19.1%, 18.8% and 18.5% for fiscal 2009, 2008 and 2007, respectively. In fiscal 2009, operating expenses increased primarily due to higher utility costs, a pre-tax charge of approximately \$352 million resulting from the settlement of 63 wage and hour class action lawsuits, higher health benefit costs and increased corporate expenses compared to fiscal 2008. Corporate expenses have increased primarily due to our long-term transformation projects to enhance our information systems for merchandising, finance and human resources. We expect these increased expenses from the transformation projects to continue in the foreseeable future.

Operating expenses as a percentage of net sales were higher in fiscal 2008 than the preceding year primarily due to lower segment net sales increases for our Walmart U.S. and International segments, as well as increases in certain operating expenses in each segment. In fiscal 2008, operating expenses were favorably affected by the change in estimated losses associated with our general liability and workers' compensation claims, which reduced accrued liabilities for such claims by \$298 million before tax, partially offset by pre-tax charges of \$183 million for certain legal and other contingencies. Additionally, the fourth quarter of fiscal 2008 included \$106 million of pre-tax charges related to U.S. real estate projects dropped as a result of our capital efficiency program. The net impact of these items had no effect on our operating expenses as a percentage of net sales in fiscal 2008.

Membership and other income, which includes a variety of income categories such as Sam's Club membership fee revenues, tenant income and financial services income, as a percentage of net sales for fiscal 2009 was consistent with the prior year. Membership and other income as a percentage of net sales for fiscal year 2008 increased compared to the prior year due to continued growth in our financial services area and in recycling income resulting from our sustainability efforts. Membership and other income for fiscal 2008 also includes the recognition of \$188 million in pre-tax gains from the sale of certain real estate properties.

Interest, net, as a percentage of net sales was consistent between fiscal 2009 and fiscal 2008. Interest, net, as percentage of net sales increased slightly in fiscal 2008 compared to fiscal 2007 primarily due to increased borrowing levels and higher interest rates on our floating debt.

Our effective income tax rate was 34.2% for fiscal years 2009 and 2008, and 33.5% for fiscal year 2007. The fiscal 2009 effective tax rate was consistent with that of fiscal 2008. The fiscal 2008 rate was higher than the fiscal 2007 rate primarily due to the mix of earnings among our domestic and international operations and favorable resolution of certain federal and state tax contingencies in fiscal 2007 in excess of those in fiscal 2008.

Walmart U.S. Segment

Fiscal Year	Segment Net Sales Increase from Prior Fiscal Year	Segment Operating Income (in millions)	Segment Operating Income Increase from Prior Fiscal Year	Operating Income as a Percentage of Segment Net Sales
2009	6.8%	\$18,763	7.1%	7.3%
2008	5.8%	17,516	5.4%	7.3%
2007	7.8%	16,620	8.9%	7.3%

The segment net sales growth resulted from comparable store sales increases of 3.2% in fiscal 2009 and 1.0% in fiscal 2008, in addition to our continued expansion activities. Strength in the grocery, health and wellness and entertainment categories as well as strong seasonal sales throughout the year also contributed to the fiscal 2009 net sales increase.

Comparable store sales were higher in fiscal 2009 due to an increase in customer traffic, as well as an increase in average transaction size per customer.

The Walmart U.S. segment expansion programs consist of opening new units, converting discount stores to supercenters, relocations that result in more square footage, as well as expansions of existing stores. During fiscal 2009 we opened two discount stores, 23 Neighborhood Markets and 165 supercenters (including the conversion and/or relocation of 78 existing discount stores into supercenters). Four discount stores and two Neighborhood Markets closed in fiscal 2009. During fiscal 2009, our total expansion program added approximately 22.7 million or 4.0% of additional square footage, net of relocations and closings. During fiscal 2008 we opened seven discount stores, 20 Neighborhood Markets and 191 supercenters (including the conversion and/or relocation of 109 existing discount stores into supercenters). Two discount stores closed in fiscal 2008. During fiscal 2008, our total expansion program added approximately 26 million or 4.8% of additional square footage, net of relocations and closings.

In fiscal 2009, gross profit margin increased 0.3 percentage points compared to the prior year primarily due to decreased markdown activity and lower inventory shrinkage. These improvements are attributable to our merchandising initiatives which are improving space allocation, enhancing our price leadership and increasing supply chain efficiencies. In fiscal 2008, gross profit margin increased slightly compared to the prior year primarily due to higher initial margins and decreased markdown activity as a result of improved inventory management in the second half of the year, partially offset by higher inventory shrinkage. In addition, gross profit for fiscal 2008 included a \$46 million excise tax refund on taxes previously paid on past prepaid phone card sales.

Segment operating expenses as a percentage of segment net sales increased 0.3 percentage points in fiscal 2009 compared to the prior year due to hurricane-related expenses, higher bonus payments for store associates, higher utility costs and an increase in health benefit costs.

Segment operating expenses as a percentage of segment net sales increased 0.2 percentage points in fiscal 2008 from fiscal 2007, primarily due to lower segment net sales increases compared to the prior year and higher costs associated with our store maintenance and remodel programs. In fiscal 2008, operating expenses were favorably affected by the change in estimated losses associated with our general liability and worker's compensation claims, which reduced accrued liabilities for such claims by \$274 million before tax, partially offset by pre-tax charges of \$145 million for certain legal and other contingencies.

Other income in fiscal 2009 increased from the prior year due to continued growth in our financial services area. Other income in fiscal 2008 increased from the prior year due to continued growth in our financial services area and increases in recycling income. Additionally, other income for fiscal 2008 includes pre-tax gains of \$188 million from the sale of certain real estate properties.

International Segment

Fiscal Year	Segment Net Sales Increase from Prior Fiscal Year	Segment Operating Income (in millions)	Segment Operating Income Increase from Prior Fiscal Year	Operating Income as a Percentage of Segment Net Sales
2009	9.1%	\$4,940	4.6%	5.0%
2008	17.6%	4,725	10.8%	5.2%
2007	29.8%	4,265	24.8%	5.5%

At January 31, 2009, our International segment was comprised of our wholly-owned subsidiaries operating in Argentina, Brazil, Canada, Japan, Puerto Rico and the United Kingdom, our majority-owned subsidiaries operating in five countries in Central America, and in Chile and Mexico, our joint ventures in India and China and our other controlled subsidiaries in China.

The fiscal 2009 increase in the International segment's net sales primarily resulted from net sales growth from existing units and our international expansion program, offset by the unfavorable impact of changes in foreign currency exchange rates of \$2.3 billion. Our international expansion program added 517 units and 29.2 million or 13.1% of additional unit square footage, net of relocations and closings. The acquisition of Distribución y Servicio contributed 197 stores and 9.6 million square feet in fiscal 2009.

The fiscal 2008 increase in the International segment's net sales primarily resulted from net sales growth from existing units, our international expansion program and the favorable impact of changes in foreign currency exchange rates of \$4.5 billion. Our international expansion program added 364 units and 34.1 million or 17.9% of additional unit square footage, net of relocations and closings. The consolidation of Bounteous Company Limited ("BCL") contributed 101 stores under the Trust-Mart banner and 17.7 million square feet in fiscal 2008.

For additional information regarding our acquisitions, refer to footnote 6 of the Notes to Consolidated Financial Statements.

In fiscal 2009, the International segment's gross profit margin decreased 0.3 percentage points compared to the prior year. The decrease was primarily driven by growth in lower margin fuel sales in the United Kingdom and the transition to EDLP as a strategy in Japan.

In fiscal 2008, gross profit margin increased by 0.2 percentage points largely driven by Brazil and the United Kingdom. Gross profit in Brazil was favorably impacted by global sourcing initiatives and improved supplier negotiations. Fiscal 2008 gross profit in the United Kingdom was positively impacted by a mix shift toward premium, private-label food products.

Segment operating expenses as a percentage of segment net sales decreased slightly in fiscal 2009 compared to the prior year primarily as a result of strong cost control measures in the United Kingdom and every day low cost initiatives in Japan designed to support the shift to EDLP, partially offset by accruals for certain legal matters.

Segment operating expenses as a percentage of segment net sales increased 0.3 percentage points in fiscal 2008 primarily as a result of an accrual for certain legal matters, the impact of restructuring and impairment charges at Seiyu, the impact of the consolidation of BCL, the startup of our joint venture in India and banking operations in Mexico and overall sales pressures in Mexico.

Other income as a percentage of segment net sales in fiscal 2009 was consistent with the prior year.

In fiscal 2009, foreign currency exchange rate changes unfavorably impacted operating income by \$266 million. Although movements in foreign currency exchange rates cannot reasonably be predicted, volatility in foreign currency exchange rates, when compared to prior periods, may continue to impact the International segment's reported operating results in the foreseeable future. In fiscal 2008, foreign currency exchange rate changes favorably impacted operating income by \$227 million.

Sam's Club Segment

Fiscal Year	Segment Net Sales Increase from Prior Fiscal Year	Segment Operating Income (in millions)	Segment Operating Income Increase from Prior Fiscal Year	Operating Income as a Percentage of Segment Net Sales
2009	5.6%	\$1,610	-0.5%	3.4%
2008	6.7%	1,618	9.3%	3.6%
2007	4.5%	1,480	5.2%	3.6%

Growth in net sales for the Sam's Club segment in fiscal 2009 and fiscal 2008 resulted from comparable store sales increases, including fuel, of 4.8% in fiscal 2009 and 4.9% in fiscal 2008, along with our continued club expansion activities.

The Sam's Club segment expansion program consists of opening new units, relocations that result in more square footage, as well as expansions of existing clubs. Eleven new clubs opened in fiscal 2009 and 12 new clubs opened in fiscal 2008. No clubs were closed for fiscal 2009 or 2008. In fiscal 2009, our total expansion program added approximately 1.7 million or 2.1% additional club square footage, net of relocations. In fiscal 2008, our total expansion program added approximately 2.0 million, or 2.6%, of additional club square footage, net of relocations.

Comparable club sales increased during fiscal 2009 due to growth rates in food and consumables as well as an increase in member traffic and transaction size per member. Comparable club sales in fiscal 2008 increased compared to fiscal 2007 primarily due to growth in food, pharmacy, electronics and certain consumables categories as well as an increase in both member traffic and average transaction size per member. Additionally, fuel sales had a positive impact of 1.2 percentage points for fiscal 2009 and 0.7 percentage points in fiscal 2008 on comparable club sales.

Gross profit margin increased 0.1 percentage points during fiscal 2009 compared to the prior year due to strong sales in fresh food and other food-related categories, consumable categories and the positive impact of a higher fuel gross profit rate. In fiscal 2008, gross profit margin increased 0.2 percentage points compared to the prior year due to strong sales in fresh food and other food-related categories, pharmacy and consumable categories, in addition to the \$39 million excise tax refund on taxes previously paid on prior period prepaid phone card sales.

Segment operating expenses as a percentage of segment net sales increased 0.2 percentage points in fiscal 2009 compared to the prior year. In fiscal 2009, operating expenses were negatively impacted by higher utility costs, an increase in health benefit costs, and hurricane related expenses.

Segment operating expenses as a percentage of segment net sales decreased 0.1 percentage points in fiscal 2008 from fiscal 2007, primarily due to a decrease in advertising costs. Additionally, in fiscal 2008, operating expenses were favorably affected by the change in estimated losses associated with our general liability and worker's compensation claims, which reduced accrued liabilities for such claims by \$21 million before tax, partially offset by pre-tax charges of \$15 million for certain legal contingencies.

Membership and other income, which includes a variety of income categories, increased in fiscal 2009 when compared to fiscal 2008. Membership income, which is recognized over the term of the membership, increased in fiscal 2009 compared to fiscal 2008. Membership and other income increased in fiscal 2008 when compared to fiscal 2007.

Liquidity and Capital Resources

Highlights

(Amounts in millions)	Fiscal Year Ended January 31,		
	2009	2008	2007
Net cash provided by operating activities of continuing operations	\$23,147	\$20,642	\$20,280
Purchase of Company stock	(3,521)	(7,691)	(1,718)
Dividends paid	(3,746)	(3,586)	(2,802)
Proceeds from issuance of long-term debt	6,566	11,167	7,199
Payment of long-term debt	(5,387)	(8,723)	(5,758)
(Decrease) increase in commercial paper	(3,745)	2,376	(1,193)
Total assets of continuing operations	\$163,234	\$162,547	\$150,658

Overview

Cash flows provided by operating activities of continuing operations supply us with a significant source of liquidity. The increases in cash flows provided by operating activities of continuing operations for each fiscal year were primarily attributable to an increase in income from continuing operations and improved working capital management.

Working Capital

Current liabilities exceeded current assets at January 31, 2009, by \$6.4 billion, a decrease of \$4.0 billion from January 31, 2008, largely due to a reduction in commercial paper outstanding at January 31, 2009. Our ratio of current assets to current liabilities was 0.9 at January 31, 2009 and 0.8 at January 31, 2008. We generally have a working capital deficit due to our efficient use of cash in funding operations and in providing returns to shareholders in the form of stock repurchases and payment of dividends.

Company Share Repurchase Program

From time to time, we have repurchased shares of our common stock under a \$10.0 billion share repurchase program authorized by our Board of Directors in September 2004.

On May 31, 2007, the Board of Directors replaced the \$10.0 billion share repurchase program, which had \$3.3 billion of remaining authorization for share repurchases, with a new \$15.0 billion share repurchase program announced on June 1, 2007. Under the new share repurchase program, there is no expiration date or other restriction limiting the period over which we can make our share repurchases under the new program, which will expire only when and if we have repurchased \$15.0 billion of our shares under the program. Under the new program, repurchased shares are constructively retired and returned to unissued status. We consider several factors in determining when to execute the share repurchases, including among other things, our current cash needs, our capacity for leverage, our cost of borrowings and the market price of our common stock. At January 31, 2009, approximately \$5.0 billion remained of the \$15.0 billion authorization. As a result of the economic environment and instability of the credit markets, we suspended our share repurchase program in October 2008. We reinstituted our share repurchase program in February 2009 and will continue to monitor market conditions in connection with our program.

Common Stock Dividends

We paid dividends of \$0.95 per share in fiscal 2009, representing an 8.0% increase over fiscal 2008. The fiscal 2008 dividend of \$0.88 per share represented a 31.3% increase over fiscal 2007. We have increased our dividend every year since the first dividend was declared in March 1974.

On March 5, 2009, the Company's Board of Directors approved an increase in the annual dividends for fiscal 2010 to \$1.09 per share, an increase of 15% over the dividends paid in fiscal 2009. The annual dividend will be paid in four quarterly installments on April 6, 2009, June 1, 2009, September 8, 2009, and January 4, 2010 to holders of record on March 13, May 15, August 14 and December 11, 2009, respectively.

Contractual Obligations and Other Commercial Commitments

The following table sets forth certain information concerning our obligations and commitments to make contractual future payments, such as debt and lease agreements, and contingent commitments:

(Amounts in millions)	Total	Payments due during fiscal years ending January 31,			
		2010	2011-2012	2013-2014	Thereafter
Recorded Contractual Obligations:					
Long-term debt	\$37,197	\$5,848	\$8,551	\$5,723	\$17,075
Commercial paper	1,506	1,506	-	-	-
Capital lease obligations	5,518	569	1,083	952	2,914
Unrecorded Contractual Obligations:					
Non-cancelable operating leases	12,830	1,161	2,135	1,704	7,830
Interest on long-term debt	27,536	1,973	3,123	2,625	19,815
Undrawn lines of credit	10,234	5,942	4,276	16	-
Trade letters of credit	2,388	2,388	-	-	-
Standby letters of credit	2,034	2,034	-	-	-
Purchase obligations	4,451	3,220	952	195	84
Total commercial commitments	\$103,694	\$24,641	\$20,120	\$11,215	\$47,718

Purchase obligations include legally binding contracts such as firm commitments for inventory and utility purchases, as well as commitments to make capital expenditures, software acquisition/license commitments and legally binding service contracts. Purchase orders for the purchase of inventory and other services are not included in the table above. Purchase orders represent authorizations to purchase rather than binding agreements. For the purposes of this table, contractual obligations for purchase of goods or services are defined as agreements that are enforceable and legally binding and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. Our purchase orders are based on our current inventory needs and are fulfilled by our suppliers within short time periods. We also enter into contracts for outsourced services; however, the obligations under these contracts are not significant and the contracts generally contain clauses allowing for cancellation without significant penalty.

The expected timing for payment of the obligations discussed above is estimated based on current information. Timing of payments and actual amounts paid with respect to some unrecorded contractual commitments may be different depending on the timing of receipt of goods or services or changes to agreed-upon amounts for some obligations.

In addition to the amounts shown in the table above, \$1.0 billion of unrecognized tax benefits have been recorded as liabilities in accordance with Financial Accounting Standards Board Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" ("FIN 48"), the timing of which is uncertain. FIN 48, which was adopted in fiscal year 2008, set out criteria for the use of judgment in assessing the timing and amounts of deductible and taxable items. Refer to Note 5 to the Consolidated Financial Statements for additional discussion on unrecognized tax benefits.

Off Balance Sheet Arrangements

In addition to the unrecorded contractual obligations discussed and presented above, the Company has made certain guarantees as discussed below for which the timing of payment, if any, is unknown.

In connection with certain debt financing, we could be liable for early termination payments if certain unlikely events were to occur. At January 31, 2009, the aggregate termination payment would have been \$153 million. The two arrangements pursuant to which these payments could be made expire in fiscal 2011 and fiscal 2019.

In connection with the development of our grocery distribution network in the United States, we have agreements with third parties which would require us to purchase or assume the leases on certain unique equipment in the event the agreements are terminated. These agreements, which can be terminated by either party at will, cover up to a five-year period and obligate the Company to pay up to approximately \$66 million upon termination of some or all of these agreements.

The Company has potential future lease commitments for land and buildings for approximately 321 future locations. These lease commitments have lease terms ranging from 1 to 35 years and provide for certain minimum rentals. If executed, payments under operating leases would increase by \$72 million for fiscal 2010, based on current cost estimates.

Capital Resources

During fiscal 2009, we issued \$6.6 billion of long-term debt. The net proceeds from the issuance of such long-term debt were used to repay outstanding commercial paper indebtedness and for other general corporate purposes.

Management believes that cash flows from continuing operations and proceeds from the sale of commercial paper will be sufficient to finance seasonal buildups in merchandise inventories and meet other cash requirements. If our operating cash flows are not sufficient to pay dividends and to fund our capital expenditures, we anticipate funding any shortfall in these expenditures with a combination of commercial paper and long-term debt. We plan to refinance existing long-term debt as it matures and may desire to obtain additional long-term financing for other corporate purposes. We anticipate no difficulty in obtaining long-term financing in view of our credit rating and favorable experiences in the debt market in the recent past. The following table details the ratings of the credit rating agencies that rated our outstanding indebtedness at January 31, 2009. The rating agency ratings are not recommendations to buy, sell or hold our commercial paper or debt securities. Each rating may be subject to revision or withdrawal at any time by the assigning rating organization and should be evaluated independently of any other rating.

Rating agency	Commercial paper	Long-term debt
Standard & Poor's	A-1+	AA
Moody's Investors Service	P-1	Aa2
Fitch Ratings	F1+	AA
DBRS Limited	R-1(middle)	AA

To monitor our credit rating and our capacity for long-term financing, we consider various qualitative and quantitative factors. We monitor the ratio of our debt to our total capitalization as support for our long-term financing decisions. At January 31, 2009 and January 31, 2008, the ratio of our debt to total capitalization was 39.3% and 40.9%, respectively. For the purpose of this calculation, debt is defined as the sum of commercial paper, long-term debt due within one year, obligations under capital leases due in one year, long-term debt and long-term obligations under capital leases. Total capitalization is defined as debt plus shareholders' equity. Our ratio of debt to our total capitalization decreased in fiscal 2009 primarily due to decreased borrowing levels.

We also use the ratio of adjusted cash flow from continuing operations to adjusted average debt as another metric to review leverage.

Adjusted cash flow from continuing operations as the numerator is defined as cash flow from operations of continuing operations for the current year plus two-thirds of the current year operating rent expense less current year capitalized interest expense. Adjusted average debt as the denominator is defined as average debt plus eight times average operating rent expense. Average debt is the simple average of beginning and ending commercial paper, long-term debt due within one year, obligations under capital leases due in one year, long-term debt and long-term obligations under capital leases. Average operating rent expense is the simple average of current year and prior year operating rent expense. We believe this metric is useful to investors as it provides them with a tool to measure our leverage. This metric was 43% for fiscal 2009 and 40% for fiscal 2008. The increase in the metric is primarily due to the increase in net cash flow from continuing operations.

The ratio of adjusted cash flow to adjusted average debt is considered a non-GAAP financial measure under the SEC's rules. The most recognized directly comparable GAAP measure is the ratio of cash flow from operations of continuing operations for the current year to average total debt (which excludes any effect of operating leases or capitalized interest), which was 53% for fiscal 2009 and 49% for fiscal 2008.

A detailed calculation of the adjusted cash flow from continuing operations to adjusted average debt is set forth below along with a reconciliation to the corresponding measurement calculated in accordance with generally accepted accounting principles.

(Amounts in millions)

(Amounts in millions)

	Fiscal Year Ended January 31,		
	2009	2008	
Calculation of adjusted cash flow from operations to average debt			
NUMERATOR			
Net cash provided by operating activities of continuing operations	\$23,147	\$20,642	
+ Two-thirds current period operating rent expense (1)	1,167	1,069	
– Current year capitalized interest expense	88	150	
Numerator	\$24,226	\$21,561	
DENOMINATOR			
Average debt (2)	\$43,445	\$41,845	
Eight times average operating rent expense (3)	13,420	12,124	
Denominator	\$56,865	\$53,969	
Adjusted cash flow from continuing operations to average debt (4)	43%	40%	
Calculation of cash flows from operating activities of continuing operations to average debt			
NUMERATOR			
Net cash provided by operating activities of continuing operations	\$23,147	\$20,642	
DENOMINATOR			
Average debt (2)	\$43,445	\$41,845	
Cash flows from operating activities of continuing operations to average debt	53%	49%	
Selected Financial Information			
Current period operating rent expense	\$1,751	\$1,604	
Prior period operating rent expense	1,604	1,427	
Current period capitalized interest	88	150	
Certain Balance Sheet Information			
	January 31,		
	2009	2008	2007
Commercial paper	\$1,506	\$5,040	\$ 2,570
Long-term debt due within one year	5,848	5,913	5,428
Obligations under capital leases due within one year	315	316	285
Long-term debt	31,349	29,799	27,222
Long-term obligations under capital leases	3,200	3,603	3,513
Total debt	\$42,218	\$44,671	\$ 39,018

- (1) $2/3 \times \$1,751$ for fiscal year 2009 and $2/3 \times \$1,604$ for fiscal year 2008.
(2) $(\$42,218 + \$44,671)/2$ for fiscal year 2009 and $(\$44,671 + \$39,018)/2$ for fiscal year 2008.
(3) $8 \times ((\$1,751 + \$1,604)/2)$ for fiscal year 2009 and $8 \times ((\$1,604 + \$1,427)/2)$ for fiscal year 2008.
(4) The calculation of the ratio as defined.

Future Expansion

We expect to make capital expenditures of approximately \$12.5 billion to \$13.5 billion in fiscal 2010. We plan to finance this expansion and any acquisitions of other operations that we may make during fiscal 2010 primarily out of cash flows from operations.

Fiscal 2010 capital expenditures will include the addition of the following new, relocated and expanded units:

	Fiscal Year 2010 Projected Unit Growth
Supercenters	125 - 140
Neighborhood Markets	25
Total Walmart US	150 - 165
Sam's Club Segment	15 - 20
Total United States	165 - 185
Total International	550 - 600
Grand Total	715 - 785

The following represents an allocation of our capital expenditures:

Capital Expenditures	Allocation of Capital Expenditures		
	Projections	Actual	
	Fiscal Year 2010	Fiscal Year 2009	Fiscal Year 2008
New stores, including expansions & relocations	31.1%	33.3%	48.1%
Remodels	14.1%	10.2%	5.7%
Information systems, distribution and other	22.6%	20.3%	15.8%
Total United States	67.8%	63.8%	69.6%
International	32.2%	36.2%	30.4%
Total Capital Expenditures	100.0%	100.0%	100.0%

Market Risk

In addition to the risks inherent in our operations, we are exposed to certain market risks, including changes in interest rates and changes in foreign currency exchange rates.

The analysis presented for each of our market risk sensitive instruments is based on a 10% change in interest or foreign currency exchange rates. These changes are hypothetical scenarios used to calibrate potential risk and do not represent our view of future market changes. As the hypothetical figures discussed below indicate, changes in fair value based on the assumed change in rates generally cannot be extrapolated because the relationship of the change in assumption to the change in fair value may not be linear. The effect of a variation in a particular assumption is calculated without changing any other assumption. In reality, changes in one factor may result in changes in another, which may magnify or counteract the sensitivities.

At January 31, 2009 and 2008, we had \$37.2 billion and \$35.7 billion, respectively, of long-term debt outstanding. Our weighted average effective interest rate on long-term debt, after considering the effect of interest rate swaps, was 4.4% and 4.8% at January 31, 2009 and 2008, respectively. A hypothetical 10% increase in interest rates in effect at January 31, 2009 and 2008, would have increased annual interest expense on borrowings outstanding at those dates by \$16 million and \$25 million, respectively.

At January 31, 2009 and 2008, we had \$1.5 billion and \$5.0 billion of outstanding commercial paper obligations. The weighted average interest rate, including fees, on these obligations at January 31, 2009 and 2008, was 0.9% and 4.0%, respectively. A hypothetical 10% increase in commercial paper rates in effect at January 31, 2009 and 2008, would have increased annual interest expense on the outstanding balances on those dates by \$1 million and \$20 million, respectively.

We enter into interest rate swaps to minimize the risks and costs associated with financing activities, as well as to maintain an appropriate mix of fixed and floating-rate debt. Our preference is to maintain between 40% and 50% of our debt portfolio, including interest rate swaps, in floating-rate debt. The swap agreements are contracts to exchange fixed- or variable-rates for variable- or fixed-interest rate payments periodically over the life of the instruments. The aggregate fair value of these swaps represented a gain of \$304 million at January 31, 2009 and a gain of \$265 million at January 31, 2008. A hypothetical increase or decrease of 10% in interest rates from the level in effect at January 31, 2009, would have resulted in a loss or gain in value of the swaps of \$17 million. A hypothetical increase (or decrease) of 10% in interest rates from the level in effect at January 31, 2008, would have resulted in a (loss) or gain in value of the swaps of (\$45 million) or \$46 million, respectively.

We hold currency swaps to hedge the foreign currency exchange component of our net investments in the United Kingdom. The aggregate fair value of these swaps at January 31, 2009 and 2008 represented a gain of \$526 million and a loss of \$75 million, respectively. A hypothetical 10% increase or decrease in the foreign currency exchange rates underlying these swaps from the market rate would have resulted in a loss or gain in the value of the swaps of \$150 million at January 31, 2009. A hypothetical 10% increase or decrease in the foreign currency exchange rates underlying these swaps from the market rate would have resulted in a loss or gain in the value of the swaps of \$182 million at January 31, 2008. A hypothetical 10% change in interest rates underlying these swaps from the market rates in effect at January 31, 2009 and 2008, would have an insignificant impact on the value of the swaps.

In addition to currency swaps, we have designated debt of approximately £3.0 billion as of January 31, 2009 and 2008, as a hedge of our net investment in the United Kingdom. At January 31, 2009, a hypothetical 10% increase or decrease in value of the U.S. dollar relative to the British pound would have resulted in a gain or loss in the value of the debt of \$440 million. At January 31, 2008, a hypothetical 10% increase or decrease in value of the U.S. dollar relative to the British pound would have resulted in a gain or loss in the value of the debt of \$601 million. In addition, we have designated debt of approximately ¥437.4 and ¥142.1 billion as of January 31, 2009 and 2008, respectively, as a hedge of our net investment in Japan. At January 31, 2009, a hypothetical 10% increase or decrease in value of the U.S. dollar relative to the Japanese yen would have resulted in a gain or loss in the value of the debt of \$443 million. At January 31, 2008, a hypothetical 10% increase or decrease in value of the U.S. dollar relative to the Japanese yen would have resulted in a gain or loss in the value of the debt of \$216 million.

Summary of Critical Accounting Policies

Management strives to report the financial results of the Company in a clear and understandable manner, although in some cases accounting and disclosure rules are complex and require us to use technical terminology. In preparing our Consolidated Financial Statements, we follow accounting principles generally accepted in the United States. These principles require us to make certain estimates and apply judgments that affect our financial position and results of operations as reflected in our financial statements. These judgments and estimates are based on past events and expectations of future outcomes. Actual results may differ from our estimates.

Management continually reviews its accounting policies, how they are applied and how they are reported and disclosed in our financial statements. Following is a summary of our more significant accounting policies and how they are applied in preparation of the financial statements.

Inventories

We value our inventories at the lower of cost or market as determined primarily by the retail method of accounting, using the last-in, first-out (“LIFO”) method for substantially all our Walmart U.S. segment’s merchandise. Sam’s Club merchandise and merchandise in our distribution warehouses are valued based on weighted average cost using the LIFO method. Inventories for international operations are primarily valued by the retail method of accounting and are stated using the first-in, first-out (“FIFO”) method.

Under the retail method, inventory is stated at cost, which is determined by applying a cost-to-retail ratio to each merchandise grouping’s retail value. The FIFO cost-to-retail ratio is based on the initial margin of beginning inventory plus the fiscal year purchase activity. The cost-to-retail ratio for measuring any LIFO reserves is based on the initial margin of the fiscal year purchase activity less the impact of any markdowns. The retail method requires management to make certain judgments and estimates that may significantly impact the ending inventory valuation at cost as well as the amount of gross profit recognized. Judgments made include recording markdowns used to sell through inventory and shrinkage. When management determines the salability of inventory has diminished, markdowns for clearance activity and the related cost impact are recorded at the time the price change decision is made. Factors considered in the determination of markdowns include current and anticipated demand, customer preferences and age of merchandise, as well as seasonal and fashion trends. Changes in weather patterns and customer preferences related to fashion trends could cause material changes in the amount and timing of markdowns from year to year.

When necessary, the Company records a LIFO provision for a quarter for the estimated annual effect of inflation, and these estimates are adjusted to actual results determined at year-end. Our LIFO provision is calculated based on inventory levels, markup rates and internally generated retail price indices. At January 31, 2009 and 2008, our inventories valued at LIFO approximated those inventories as if they were valued at FIFO.

The Company provides for estimated inventory losses (“shrinkage”) between physical inventory counts on the basis of a percentage of sales. The provision is adjusted annually to reflect the historical trend of the actual physical inventory count results.

Impairment of Assets

We evaluate long-lived assets other than goodwill and assets with indefinite lives for indicators of impairment whenever events or changes in circumstances indicate their carrying amounts may not be recoverable. Management’s judgments regarding the existence of impairment indicators are based on market conditions and our operational performance, such as operating income and cash flows. The evaluation for long-lived assets is performed at the lowest level of identifiable cash flows, which is generally at the individual store level or, in certain circumstances, at the market group level. The variability of these factors depends on a number of conditions, including uncertainty about future events and changes in demographics. Thus our accounting estimates may change from period to period. These factors could cause management to conclude that impairment indicators exist and require that impairment tests be performed, which could result in management determining that the value of long-lived assets is impaired, resulting in a write-down of the long-lived assets.

Goodwill and other indefinite-lived acquired intangible assets are not amortized, but are evaluated for impairment annually or whenever events or changes in circumstances indicate that the value of a certain asset may be impaired. This evaluation requires management to make judgments relating to future cash flows, growth rates, and economic and market conditions. These evaluations are based on determining the fair value of a reporting unit or asset using a valuation method such as discounted cash flow or a relative, market-based approach. Historically, the Company has generated sufficient returns to recover the cost of goodwill and other indefinite-lived acquired intangible assets. Because of the nature of the factors used in these tests, if different conditions occur in future periods, future operating results could be materially impacted.

Income Taxes

The determination of our provision for income taxes requires significant judgment, the use of estimates, and the interpretation and application of complex tax laws. Significant judgment is required in assessing the timing and amounts of deductible and taxable items and the probability of sustaining uncertain tax positions. The benefits of uncertain tax positions are recorded in our financial statements only after determining a more-likely-than-not probability that the uncertain tax positions will withstand challenge, if any, from taxing authorities. When facts and circumstances change, we reassess these probabilities and record any changes in the financial statements as appropriate. We account for uncertain tax positions under the provisions of Financial Accounting Standards Board Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" which sets out criteria for the use of judgment in assessing the timing and amounts of deductible and taxable items.

Self-Insurance

We use a combination of insurance, self-insured retention and self-insurance for a number of risks, including, without limitation, workers' compensation, general liability, vehicle liability, and the Company's obligation for employee-related health care benefits. Liabilities associated with the risks that we retain are estimated by considering historical claims experience, including frequency, severity, demographic factors and other actuarial assumptions. In calculating our liability, we analyze our historical trends, including loss development, and apply appropriate loss development factors to the incurred costs associated with the claims made against our self-insured program. The estimated accruals for these liabilities could be significantly affected if future occurrences or loss development differ from these assumptions. For example, for our workers' compensation and general liability, a 1% increase or decrease to the assumptions for claims costs or loss development factors would increase or decrease our self-insurance accrual by \$25 million.

During the last few years, we have enhanced how we manage our workers' compensation and general liability claims. As a result, our loss experience with respect to such claims has improved and the actuarially determined ultimate loss estimates, primarily for claims from fiscal 2004 through 2007, were reduced during the quarter ended July 31, 2007. The reductions in ultimate loss estimates resulted primarily from improved claims handling experience, which impacts loss development factors and other actuarial assumptions. Due to the beneficial change in estimate of our ultimate losses, accrued liabilities for general liability and workers' compensation claims were reduced by \$196 million after tax, resulting in an increase in net income per basic and diluted common share of \$0.05 for the second quarter of fiscal year 2008.

For a summary of our significant accounting policies, please see Note 1 to our Consolidated Financial Statements that appear after this discussion.

Forward-Looking Statements

This Annual Report contains statements that Wal-Mart believes are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Those statements are intended to enjoy the protection of the safe harbor for forward-looking statements provided by that Act. These forward-looking statements include statements in Management’s Discussion and Analysis of Financial Condition and Results of Operations: under the caption “Company Performance Metrics—*Comparable Store Sales*” regarding the effect of the opening of new stores on comparable store sales and the decline in that impact over time as new store growth is reduced and the trend of Sam’s Club net sales decreasing as a percentage of total net sales for the foreseeable future; under the caption “Results of Operations—*Consolidated Results of Operations*” with the respect to increased expenses from transformation projects to continue in the foreseeable future; under the caption “Results of Operations—*International Segment*” with respect to the possible impact of currency exchange rate fluctuations on the International segment’s reported results; under the caption “Liquidity and Capital Resources—*Common Stock Dividends*” regarding the payment of dividends in fiscal 2010; under the caption “Liquidity and Capital Resources—*Off Balance Sheet Arrangements*” with respect to the amount of increases in payments under operating leases if certain leases are executed; under the caption “Liquidity and Capital Resources—*Capital Resources*” with respect to our ability to finance seasonal build-ups in inventories and to meet other cash requirements with cash flows from operations and the sale of commercial paper, our ability to fund certain cash flow shortfalls by the sale of commercial paper and long-term debt securities, our plan to refinance long-term debt as it matures, our anticipated funding of any shortfall in cash to pay dividends and make capital expenditures through the sale of commercial paper and long-term debt securities, our plan to refinance existing long-term debt as it matures, and our ability to sell our long-term securities; and under the caption “Liquidity and Capital Resources—*Future Expansion*” with respect to the our capital expenditures in fiscal 2010, how we will finance expansion and any acquisitions made during fiscal 2010, the anticipated number of new stores and clubs to be opened in the United States and internationally and the anticipated allocation of capital expenditures in fiscal 2010. These statements also include statements in Note 2 to our Consolidated Financial Statements regarding the effect of the adoption of Statement of Financial Accounting Standards No. 157, in Note 5 to our Consolidated Financial Statements regarding the realization of certain deferred tax assets, possible tax treatment and effect of the loss recorded in connection with the disposition of our German operations in fiscal year 2007, the effect of the resolution of certain tax audits, the possible timing and effect of certain tax payments, and the effect of certain tax issues on our consolidated financial condition or results of operations, in Note 8 to our Consolidated Financial Statements regarding the aggregate amount of the payments to be made in connection with the settlement of certain litigation and in Note 13 to our Consolidated Financial Statements as to the expected lack of material impact on the Company’s financial condition or results of operations from the adoption of Statement of Financial Accounting Standards No. 141(R) and No. 160. The letter of our President and Chief Executive Officer appearing in this Annual Report includes forward-looking statements that relate to our efforts contributing to our efficiency, maintaining focus on price leadership, our contribution to sustainability, our efforts in responsible sourcing, our plan to create jobs in fiscal 2010, our continued efforts at inclusiveness, our making a difference by participating in debates and taking actions on certain issues, continued change at Wal-Mart, no change occurring in aspects of our culture, and our plan to distance Wal-Mart from our competitors and to continue helping our customers save money. Forward-looking statements appear elsewhere in this Annual Report: under the caption “Now More Than Ever at Walmart U.S. Save money. Live better.” and relate to management’s expectations for remodeling stores in fiscal 2010 and the strengthening of our value proposition around the world; and under the caption “Now More Than Ever We Make A Difference Around The World” and relate to management’s expectations that achievement of sustainability goals will make Wal-Mart an even more efficient, innovative and competitive organization and that Wal-Mart will create tens of thousands of jobs in fiscal 2010. The forward-looking statements described above are identified by the use in such statements of one or more of the words or phrases “anticipate,” “believes,” “could be realized,” “could reduce,” “expect,” “is not expected,” “may become,” “may continue,” “may result,” “plan,” “will be,” “will continue,” “will find,” “will fully realize,” “will maintain,” “will make,” “will never change,” “will play,” “will strengthen,” “would be,” “would not impact” and other, similar words or phrases. Similarly, descriptions of our objectives, strategies, plans, goals or targets are also forward-looking statements. These statements discuss, among other things, expected growth, future revenues, future cash flows, future capital expenditures, future performance and the anticipation and expectations of Wal-Mart and its management as to future occurrences and trends.

The forward-looking statements included in this Annual Report and that we make elsewhere are subject to certain factors, in the United States and internationally, that could affect our business operations, financial performance, business strategy, plans, goals and objectives. Those factors include, but are not limited to: general economic conditions, including the current economic crisis and disruption in the financial markets, unemployment levels, consumer credit availability, levels of consumer disposable income, consumer spending patterns and debt levels, inflation, the cost of the goods we sell, labor costs, transportation costs, the cost of diesel fuel, gasoline, natural gas and electricity, the cost of healthcare benefits, accident costs, our casualty and other insurance costs, information security costs, the cost of construction materials, availability of acceptable building sites for new stores, clubs and other formats, competitive pressures, accident-related costs, weather patterns, catastrophic events, storm and other damage to our stores and distribution centers, weather-related closing of stores, availability and transport of goods from domestic and foreign suppliers, currency exchange fluctuations and volatility, trade restrictions, changes in tariff and freight rates, adoption of or changes in tax and other laws and regulations that affect our business, costs of compliance with laws and regulations, the outcome of legal proceedings to which we are a party, interest rate fluctuations, changes in employment legislation and other capital market, economic and geo-political conditions and events, including civil unrest and terrorist attacks. Moreover, we typically earn a disproportionate part of our annual operating income in the fourth quarter as a result of the seasonal buying patterns. Those buying patterns are difficult to forecast with certainty. The foregoing list of factors that may affect our performance is not exclusive. Other factors and unanticipated events could adversely affect our business operations and financial performance. We discuss certain of these matters more fully, as well as certain risk factors that may affect our business operations, financial condition, results of operations and liquidity in other of our filings with the Securities and Exchange Commission (“SEC”), including our Annual Report on Form 10-K. We filed our Annual Report on Form 10-K for the year ended January 31, 2009, with the SEC on April 1, 2009. The forward-looking statements described above are made based on knowledge of our business and the environment in which we operate. However, because of the factors described and listed above, as well as other factors, or as a result of changes in facts, assumptions not being realized or other circumstance, actual results may materially differ from anticipated results described or implied in these forward-looking statements. We cannot assure the reader that the results or developments expected or anticipated by us will be realized or, even if substantially realized, that those results or developments will result in the expected consequences for us or affect us, our business or our operations in the way we expect. You are urged to consider all of these risks, uncertainties and other factors carefully in evaluating the forward-looking statements and not to place undue reliance on such forward-looking statements. The forward-looking statements included in this Annual Report speak only as of the date of this report, and we undertake no obligation to update these forward-looking statements to reflect subsequent events or circumstances, except as may be required by applicable law.

WAL-MART STORES, INC.
Consolidated Statements of Income

(Amounts in millions except per share data)

Fiscal Year Ended January 31,	2009	2008	2007
Revenues:			
Net sales	\$401,244	\$374,307	\$344,759
Membership and other income	4,363	4,169	3,609
	<u>405,607</u>	<u>378,476</u>	<u>348,368</u>
Costs and expenses:			
Cost of sales	306,158	286,350	263,979
Operating, selling, general and administrative expenses	76,651	70,174	63,892
Operating income	<u>22,798</u>	<u>21,952</u>	<u>20,497</u>
Interest:			
Debt	1,896	1,863	1,549
Capital leases	288	240	260
Interest income	(284)	(309)	(280)
Interest, net	<u>1,900</u>	<u>1,794</u>	<u>1,529</u>
Income from continuing operations before income taxes and minority interest	<u>20,898</u>	<u>20,158</u>	<u>18,968</u>
Provision for income taxes:			
Current	6,564	6,897	6,265
Deferred	581	(8)	89
	<u>7,145</u>	<u>6,889</u>	<u>6,354</u>
Income from continuing operations before minority interest	<u>13,753</u>	<u>13,269</u>	<u>12,614</u>
Minority interest	<u>(499)</u>	<u>(406)</u>	<u>(425)</u>
Income from continuing operations	<u>13,254</u>	<u>12,863</u>	<u>12,189</u>
Income (loss) from discontinued operations, net of tax	<u>146</u>	<u>(132)</u>	<u>(905)</u>
Net income	<u>\$13,400</u>	<u>\$12,731</u>	<u>\$11,284</u>
Net income per common share:			
Basic income per common share from continuing operations	\$3.36	\$3.16	\$2.93
Basic income (loss) per common share from discontinued operations	0.04	(0.03)	(0.22)
Basic net income per common share	<u>\$3.40</u>	<u>\$3.13</u>	<u>\$2.71</u>
Diluted income per common share from continuing operations	\$3.35	\$3.16	\$2.92
Diluted income (loss) per common share from discontinued operations	0.04	(0.03)	(0.21)
Diluted net income per common share	<u>\$3.39</u>	<u>\$3.13</u>	<u>\$2.71</u>
Weighted-average number of common shares:			
Basic	3,939	4,066	4,164
Diluted	3,951	4,072	4,168
Dividends declared per common share	<u>\$0.95</u>	<u>\$0.88</u>	<u>\$0.67</u>

See accompanying notes.

WAL-MART STORES, INC.
Consolidated Balance Sheets

(Amounts in millions except per share data)

January 31,	2009	2008
ASSETS		
<i>Current assets:</i>		
Cash and cash equivalents	\$7,275	\$5,492
Receivables	3,905	3,642
Inventories	34,511	35,159
Prepaid expenses and other	3,063	2,760
Current assets of discontinued operations	195	967
Total current assets	48,949	48,020
<i>Property and equipment, at cost:</i>		
Land	19,852	19,879
Buildings and improvements	73,810	72,141
Fixtures and equipment	29,851	28,026
Transportation equipment	2,307	2,210
Property and equipment, at cost	125,820	122,256
Less accumulated depreciation	(32,964)	(28,531)
Property and equipment, net	92,856	93,725
<i>Property under capital lease:</i>		
Property under capital lease	5,341	5,736
Less accumulated amortization	(2,544)	(2,594)
Property under capital lease, net	2,797	3,142
Goodwill	15,260	15,879
Other assets and deferred charges	3,567	2,748
Total assets	\$163,429	\$163,514
LIABILITIES AND SHAREHOLDERS' EQUITY		
<i>Current liabilities:</i>		
Commercial paper	\$1,506	\$5,040
Accounts payable	28,849	30,344
Accrued liabilities	18,112	15,725
Accrued income taxes	677	1,000
Long-term debt due within one year	5,848	5,913
Obligations under capital leases due within one year	315	316
Current liabilities of discontinued operations	83	140
Total current liabilities	55,390	58,478
Long-term debt	31,349	29,799
Long-term obligations under capital leases	3,200	3,603
Deferred income taxes and other	6,014	5,087
Minority interest	2,191	1,939
Commitments and contingencies		
<i>Shareholders' equity:</i>		
Preferred stock (\$0.10 par value; 100 shares authorized, none issued)	-	-
Common stock (\$0.10 par value; 11,000 shares authorized, 3,925 and 3,973 issued and outstanding at January 31, 2009 and January 31, 2008, respectively)	393	397
Capital in excess of par value	3,920	3,028
Retained earnings	63,660	57,319
Accumulated other comprehensive (loss) income	(2,688)	3,864
Total shareholders' equity	65,285	64,608
Total liabilities and shareholders' equity	\$163,429	\$163,514

See accompanying notes.

WAL-MART STORES, INC.
Consolidated Statements of Shareholders' Equity

<i>(Amounts in millions except per share data)</i>	Number of Shares	Common Stock	Capital in Excess of Par Value	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
Balance – January 31, 2006	4,165	\$417	\$2,596	\$1,053	\$49,105	\$53,171
Comprehensive income:						
Net income					11,284	11,284
Other comprehensive income:						
Foreign currency translation				1,584		1,584
Net changes in fair values of derivatives				6		6
Minimum pension liability				(15)		(15)
Total comprehensive income						12,859
Adjustment for initial application of SFAS 158, net of tax				(120)		(120)
Cash dividends (\$0.67 per share)					(2,802)	(2,802)
Purchase of Company stock	(39)	(4)	(52)		(1,769)	(1,825)
Stock options exercised and other	5		290			290
Balance – January 31, 2007	4,131	\$413	\$2,834	\$2,508	\$55,818	\$61,573
Comprehensive income:						
Net income					12,731	12,731
Other comprehensive income:						
Foreign currency translation				1,218		1,218
Minimum pension liability				138		138
Total comprehensive income						14,087
Cash dividends (\$0.88 per share)					(3,586)	(3,586)
Purchase of Company stock	(166)	(17)	(190)		(7,484)	(7,691)
Stock options exercised and other	8	1	384			385
Adoption of FIN 48					(160)	(160)
Balance – January 31, 2008	3,973	\$397	\$3,028	\$3,864	\$57,319	\$64,608
Comprehensive income:						
Net income					13,400	13,400
Other comprehensive income:						
Foreign currency translation				(6,489)		(6,489)
Net changes in fair values of derivatives				(17)		(17)
Minimum pension liability				(46)		(46)
Total comprehensive income						6,848
Cash dividends (\$0.95 per share)					(3,746)	(3,746)
Purchase of Company stock	(61)	(6)	(95)		(3,315)	(3,416)
Stock options exercised and other	13	2	987		2	991
Balance – January 31, 2009	3,925	\$393	\$3,920	\$(2,688)	\$63,660	\$65,285

See accompanying notes.

WAL-MART STORES, INC.
Consolidated Statements of Cash Flows

(Amounts in millions)

Fiscal Year Ended January 31,

	2009	2008	2007
Cash flows from operating activities:			
Net income	\$13,400	\$12,731	\$11,284
(Income) loss from discontinued operations, net of tax	(146)	132	905
Income from continuing operations	13,254	12,863	12,189
Adjustments to reconcile income from continuing operations to net cash provided by operating activities:			
Depreciation and amortization	6,739	6,317	5,459
Deferred income taxes	581	(8)	89
Other operating activities	1,268	910	1,311
Changes in certain assets and liabilities, net of effects of acquisitions:			
(Increase) in accounts receivable	(101)	(564)	(214)
(Increase) in inventories	(220)	(775)	(1,274)
(Decrease) increase in accounts payable	(410)	865	2,132
Increase in accrued liabilities	2,036	1,034	588
Net cash provided by operating activities of continuing operations	23,147	20,642	20,280
Net cash used in operating activities of discontinued operations	-	-	(45)
Net cash provided by operating activities	23,147	20,642	20,235
Cash flows from investing activities:			
Payments for property and equipment	(11,499)	(14,937)	(15,666)
Proceeds from disposal of property and equipment	714	957	394
Proceeds from (payments for) disposal of certain international operations, net	838	(257)	610
Investment in international operations, net of cash acquired	(1,576)	(1,338)	(68)
Other investing activities	781	(95)	223
Net cash used in investing activities of continuing operations	(10,742)	(15,670)	(14,507)
Net cash provided by investing activities of discontinued operations	-	-	44
Net cash used in investing activities	(10,742)	(15,670)	(14,463)
Cash flows from financing activities:			
(Decrease) increase in commercial paper	(3,745)	2,376	(1,193)
Proceeds from issuance of long-term debt	6,566	11,167	7,199
Payment of long-term debt	(5,387)	(8,723)	(5,758)
Dividends paid	(3,746)	(3,586)	(2,802)
Purchase of Company stock	(3,521)	(7,691)	(1,718)
Payment of capital lease obligations	(352)	(343)	(340)
Other financing activities	267	(622)	(510)
Net cash used in financing activities	(9,918)	(7,422)	(5,122)
Effect of exchange rates on cash	(781)	252	97
Net increase (decrease) in cash and cash equivalents	1,706	(2,198)	747
Cash and cash equivalents at beginning of year ⁽¹⁾	5,569	7,767	7,020
Cash and cash equivalents at end of year ⁽²⁾	\$7,275	\$5,569	\$7,767
Supplemental disclosure of cash flow information			
Income tax paid	\$6,596	\$6,299	\$6,665
Interest paid	1,787	1,622	1,553
Capital lease obligations incurred	284	447	159

(1) Includes cash and cash equivalents of discontinued operations of \$77 million, \$51 million and \$19 million at January 31, 2008, 2007 and 2006, respectively.

(2) Includes cash and cash equivalents of discontinued operations of \$77 million and \$51 million at January 31, 2008 and 2007, respectively.

See accompanying notes.

Notes to Consolidated Financial Statements

Wal-Mart Stores, Inc.

1 Summary of Significant Accounting Policies

General

Wal-Mart Stores, Inc. (“Wal-Mart,” the “Company” or “we”) operates retail stores in various formats around the world and is committed to saving people money so they can live better. We earn the trust of our customers every day by providing a broad assortment of quality merchandise and services at every day low prices (“EDLP”) while fostering a culture that rewards and embraces mutual respect, integrity and diversity. EDLP is our pricing philosophy under which we price items at a low price every day so that our customers trust that our prices will not change under frequent promotional activity. Our fiscal year ends on January 31.

Consolidation

The Consolidated Financial Statements include the accounts of Wal-Mart Stores, Inc. and its subsidiaries. Significant intercompany transactions have been eliminated in consolidation. Investments in which the Company has a 20% to 50% voting interest and where the Company exercises significant influence over the investee are accounted for using the equity method.

The Company’s operations in Argentina, Brazil, Chile, China, Costa Rica, El Salvador, Guatemala, Honduras, India, Japan, Mexico, Nicaragua and the United Kingdom are consolidated using a December 31 fiscal year-end, generally due to statutory reporting requirements. There were no significant intervening events in January 2009 which materially affected the financial statements. The Company’s operations in Canada and Puerto Rico are consolidated using a January 31 fiscal year-end.

The Company consolidates the accounts of certain variable interest entities where it has been determined that Wal-Mart is the primary beneficiary of those entities’ operations. The assets, liabilities and results of operations of these entities are not material to the Company.

Cash and Cash Equivalents

The Company considers investments with a maturity of three months or less when purchased to be cash equivalents. The majority of payments due from banks for third-party credit card, debit card and electronic benefit transactions (“EBT”) process within 24-48 hours, except for transactions occurring on a Friday, which are generally processed the following Monday. All credit card, debit card and EBT transactions that process in less than seven days are classified as cash and cash equivalents. Amounts due from banks for these transactions classified as cash totaled \$2.0 billion and \$826 million at January 31, 2009 and 2008, respectively. In addition, cash and cash equivalents includes restricted cash related to cash collateral holdings from various counterparties as required by certain derivative and trust agreements of \$577 million at January 31, 2009.

Receivables

Accounts receivable consist primarily of receivables from insurance companies resulting from our pharmacy sales, receivables from suppliers for marketing or incentive programs, receivables from real estate transactions and receivables from property insurance claims. Additionally, amounts due from banks for customer credit card, debit card and EBT transactions that take in excess of seven days to process are classified as accounts receivable.

Inventories

The Company values inventories at the lower of cost or market as determined primarily by the retail method of accounting, using the last-in, first-out (“LIFO”) method for substantially all of the Walmart U.S. segment’s merchandise inventories. Sam’s Club merchandise and merchandise in our distribution warehouses are valued based on the weighted average cost using the LIFO method. Inventories of foreign operations are primarily valued by the retail method of accounting, using the first-in, first-out (“FIFO”) method. At January 31, 2009 and 2008, our inventories valued at LIFO approximate those inventories as if they were valued at FIFO.

Financial Instruments

The Company uses derivative financial instruments for purposes other than trading to manage its exposure to interest and foreign exchange rates, as well as to maintain an appropriate mix of fixed and floating-rate debt. Contract terms of a hedge instrument closely mirror those of the hedged item, providing a high degree of risk reduction and correlation. Contracts that are effective at meeting the risk reduction and correlation criteria are recorded using hedge accounting. If a derivative instrument is a hedge, depending on the nature of the hedge, changes in the fair value of the instrument will either be offset against the change in fair value of the hedged assets, liabilities or firm commitments through earnings or be recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of an instrument’s change in fair value will be immediately recognized in earnings. Instruments that do not meet the criteria for hedge accounting, or contracts for which the Company has not elected hedge accounting, are valued at fair value with unrealized gains or losses reported in earnings during the period of change.

Capitalized Interest

Interest costs capitalized on construction projects were \$88 million, \$150 million and \$182 million in fiscal 2009, 2008 and 2007, respectively.

Long-Lived Assets

Long-lived assets are stated at cost. Management reviews long-lived assets for indicators of impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The evaluation is performed at the lowest level of identifiable cash flows, which is at the individual store level or in certain circumstances a market group of stores. Undiscounted cash flows expected to be generated by the related assets are estimated over the asset's useful life based on updated projections. If the evaluation indicates that the carrying amount of the asset may not be recoverable, any potential impairment is measured based upon the fair value of the related asset or asset group as determined by an appropriate market appraisal or other valuation technique.

Goodwill and Other Acquired Intangible Assets

Goodwill represents the excess of purchase price over fair value of net assets acquired, and is allocated to the appropriate reporting unit when acquired. Other acquired intangible assets are stated at the fair value acquired as determined by a valuation technique commensurate with the intended use of the related asset. Goodwill and indefinite-lived other acquired intangible assets are not amortized; rather they are evaluated for impairment annually or whenever events or changes in circumstances indicate that the value of the asset may be impaired. Definite-lived other acquired intangible assets are considered long-lived assets and are amortized on a straight-line basis over the periods that expected economic benefits will be provided.

Indefinite-lived other acquired intangible assets are evaluated for impairment based on their fair values using valuation techniques which are updated annually based on the most recent variables and assumptions.

Goodwill is evaluated for impairment by determining the fair value of the related reporting unit. Fair value is measured based on a discounted cash flow method or relative market-based approach. The analyses require significant management judgment to evaluate the capacity of an acquired business to perform within projections. Historically, the Company has generated sufficient returns to recover the cost of the goodwill.

Goodwill is recorded on the balance sheet in the operating segments as follows:

<i>(Amounts in millions)</i>	January 31,	
	2009	2008
International	\$14,955	\$15,574
Sam's Club	305	305
Total goodwill	<u>\$15,260</u>	<u>\$15,879</u>

The decrease in the International segment's goodwill since January 31, 2008, primarily resulted from strengthening of the U.S. dollar against all major currencies except the Japanese yen and an adjustment to allocate \$192 million of goodwill for the sale of Gazeley, an ASDA commercial property development subsidiary in the United Kingdom, partially offset by goodwill recorded in connection with the acquisition of a majority interest in Distribución y Servicio D&S S.A. ("D&S") in fiscal 2009.

Leases

The Company estimates the expected term of a lease by assuming the exercise of renewal options where an economic penalty exists that would preclude the abandonment of the lease at the end of the initial non-cancelable term and the exercise of such renewal is at the sole discretion of the Company. This expected term is used in the determination of whether a store lease is a capital or operating lease and in the calculation of straight-line rent expense. Additionally, the useful life of leasehold improvements is limited by the expected lease term or the economic life of the asset. If significant expenditures are made for leasehold improvements late in the expected term of a lease and renewal is reasonably assumed, the useful life of the leasehold improvement is limited to the end of the renewal period or economic life of the asset, whichever is shorter.

Rent abatements and escalations are considered in the calculation of minimum lease payments in the Company's capital lease tests and in determining straight-line rent expense for operating leases.

Foreign Currency Translation

The assets and liabilities of all foreign subsidiaries are translated using exchange rates at the balance sheet date. The income statements of foreign subsidiaries are translated using average exchange rates for the period. Related translation adjustments are recorded as a component of accumulated other comprehensive income.

Revenue Recognition

The Company recognizes sales revenue net of sales taxes and estimated sales returns at the time it sells merchandise to the customer. Customer purchases of shopping cards are not recognized as revenue until the card is redeemed and the customer purchases merchandise by using the shopping card. The Company also recognizes revenue from service transactions at the time the service is performed. Generally, revenue from services is classified as net sales.

Sam's Club Membership Fee Revenue Recognition

The Company recognizes Sam's Club membership fee revenue both in the United States and internationally over the term of the membership, which is 12 months. The following table details deferred revenue, membership fees received from members and the amount of revenue recognized in earnings for each of the fiscal years 2009, 2008 and 2007.

	Deferred Membership Fee Revenue
<i>(Amounts in millions)</i>	
Balance at January 31, 2006	\$490
Membership fees received	1,030
Membership fee revenue recognized	(985)
Balance at January 31, 2007	\$535
Membership fees received	1,054
Membership fee revenue recognized	(1,038)
Balance at January 31, 2008	\$551
Membership fees received	1,044
Membership fee revenue recognized	(1,054)
Balance at January 31, 2009	\$541

Sam's Club membership fee revenue is included in membership and other income in the revenues section of the Consolidated Statements of Income.

Cost of Sales

Cost of sales includes actual product cost, the cost of transportation to the Company's warehouses, stores and clubs from suppliers, the cost of transportation from the Company's warehouses to the stores and clubs and the cost of warehousing for our Sam's Club segment.

Payments from Suppliers

Wal-Mart receives money from suppliers for various programs, primarily volume incentives, warehouse allowances and reimbursements for specific programs such as markdowns, margin protection and advertising. Substantially all payments from suppliers are accounted for as a reduction of purchases and recognized in our Consolidated Statements of Income when the related inventory is sold.

Operating, Selling, General and Administrative Expenses

Operating, selling, general and administrative expenses include all operating costs of the Company except those costs related to the transportation of products from the supplier to the warehouses, stores or clubs, the costs related to the transportation of products from the warehouses to the stores or clubs and the cost of warehousing for our Sam's Club segment. As a result, the cost of warehousing and occupancy for our Walmart U.S. and International segments' distribution facilities is included in operating, selling, general and administrative expenses. Because we do not include the cost of our Walmart U.S. and International segments' distribution facilities in cost of sales, our gross profit and gross profit as a percentage of net sales (our "gross profit margin") may not be comparable to those of other retailers that may include all costs related to their distribution facilities in cost of sales and in the calculation of gross profit.

Advertising Costs

Advertising costs are expensed as incurred and were \$2.3 billion, \$2.0 billion and \$1.9 billion in fiscal 2009, 2008 and 2007, respectively. Advertising costs consist primarily of print and television advertisements.

Pre-Opening Costs

The costs of start-up activities, including organization costs, related to new store openings, store remodels, expansions and relocations are expensed as incurred.

Share-Based Compensation

The Company recognizes expense for its share-based compensation based on the fair value of the awards that are granted. The fair value of stock options is estimated at the date of grant using the Black-Scholes-Merton option valuation model which was developed for use in estimating the fair value of exchange traded options that have no vesting restrictions and are fully transferable. Option valuation methods require the input of highly subjective assumptions, including the expected stock price volatility. Measured compensation cost, net of estimated forfeitures, is recognized ratably over the vesting period of the related share-based compensation award.

Share-based compensation awards that may be settled in cash are accounted for as liabilities and marked to market each period. Measured compensation cost for performance-based awards is recognized only if it is probable that the performance condition will be achieved.

Insurance/Self-Insurance

The Company uses a combination of insurance, self-insured retention and self-insurance for a number of risks, including, without limitation, workers' compensation, general liability, vehicle liability, property and the Company's obligation for employee-related health care benefits. Liabilities associated with these risks are estimated by considering historical claims experience, demographic factors, frequency and severity factors and other actuarial assumptions. In estimating our liability for such claims, we periodically analyze our historical trends, including loss development, and apply appropriate loss development factors to the incurred costs associated with the claims. During the last few years, we have enhanced how we manage our workers' compensation and general liability claims. As a result, our loss experience with respect to such claims has improved and the actuarially determined ultimate loss estimates, primarily for claims from fiscal 2004 through 2007, were reduced during the quarter ended July 31, 2007. The reductions in ultimate loss estimates resulted primarily from improved claims handling experience, which impacts loss development factors and other actuarial assumptions. Due to the beneficial change in estimate of our ultimate losses, accrued liabilities for general liability and workers' compensation claims were reduced by \$196 million after tax, resulting in an increase in net income per basic and diluted common share of \$0.05 for the second quarter of fiscal year 2008.

Depreciation and Amortization

Depreciation and amortization for financial statement purposes are provided on the straight-line method over the estimated useful lives of the various assets. Depreciation expense, including amortization of property under capital leases, for fiscal years 2009, 2008 and 2007 was \$6.7 billion, \$6.3 billion and \$5.5 billion, respectively. For income tax purposes, accelerated methods of depreciation are used with recognition of deferred income taxes for the resulting temporary differences. Leasehold improvements are depreciated over the shorter of the estimated useful life of the asset or the remaining expected lease term. Estimated useful lives for financial statement purposes are as follows:

Buildings and improvements	5–50 years
Fixtures and equipment	3–20 years
Transportation equipment	4–15 years

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rate is recognized in income in the period that includes the enactment date. Valuation allowances are established when necessary to reduce deferred tax assets to the amounts more likely than not to be realized.

The Company accounts for unrecognized tax benefits in accordance with Financial Accounting Standards Board (“FASB”) Interpretation No. 48, “Accounting for Uncertainty in Income Taxes” (“FIN 48”), which was adopted in fiscal year 2008 and discussed further in Note 5.

Accrued Liabilities

Accrued liabilities consist of the following:

<i>(Amounts in millions)</i>	January 31,	
	2009	2008
Accrued wages and benefits	\$5,577	\$5,247
Self-insurance	3,108	2,907
Other	9,427	7,571
Total accrued liabilities	\$18,112	\$15,725

Net Income Per Common Share

Basic net income per common share is based on the weighted-average number of outstanding common shares. Diluted net income per common share is based on the weighted-average number of outstanding shares adjusted for the dilutive effect of stock options and other share-based awards. The dilutive effect of stock options and other share-based awards was 12 million, 6 million and 4 million shares in fiscal 2009, 2008 and 2007, respectively. The Company had approximately 6 million, 62 million and 62 million option shares outstanding at January 31, 2009, 2008 and 2007, respectively, which were not included in the diluted net income per share calculation because their effect would be antidilutive.

Estimates and Assumptions

The preparation of our Consolidated Financial Statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities. They also affect the disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates.

Reclassifications

Certain reclassifications have been made to prior periods to conform to current presentations.

2 Commercial Paper and Long-term Debt

Information on short-term borrowings and interest rates is as follows:

(Amounts in millions)	Fiscal Year Ended January 31,		
	2009	2008	2007
Maximum amount outstanding at any month-end	\$7,866	\$9,176	\$7,968
Average daily short-term borrowings	4,520	5,657	4,741
Weighted-average interest rate	2.1%	4.9%	4.7%

Short-term borrowings consisted of \$1.5 billion and \$5.0 billion of commercial paper at January 31, 2009 and 2008, respectively. The Company has certain lines of credit totaling \$10.2 billion, most of which were undrawn as of January 31, 2009. Of the \$10.2 billion in lines of credit, \$9.7 billion is committed with 29 financial institutions. In conjunction with these lines of credit, the Company has agreed to observe certain covenants, the most restrictive of which relates to maximum amounts of secured debt and long-term leases. Committed lines of credit are primarily used to support commercial paper. The portion of committed lines of credit used to support commercial paper remained undrawn as of January 31, 2009. The committed lines of credit mature at varying times starting between June 2009 and June 2012, carry interest rates of LIBOR plus 11 to 15 basis points and at prime plus zero to 50 basis points, and incur commitment fees of 1.5 to 7.5 basis points on undrawn amounts.

The Company had trade letters of credit outstanding totaling \$2.4 billion and \$2.7 billion at January 31, 2009 and 2008, respectively. At January 31, 2009 and 2008, the Company had standby letters of credit outstanding totaling \$2.0 and \$2.2 billion, respectively. These letters of credit were issued primarily for the purchase of inventory and self-insurance purposes.

Long-term debt consists of:

(Amounts in millions)		January 31,	
Interest Rate	Due by Fiscal Year	2009	2008
0.310 – 11.750%, LIBOR less 0.10%	Notes due 2009	\$-	\$4,688
1.200 – 10.96%	Notes due 2010	5,656	4,584
1.200 – 4.125%	Notes due 2012	5,353	2,481
0.750 – 15.27%	Notes due 2014	4,822	2,982
5.250%	Notes due 2036	3,954	4,487
6.500%	Notes due 2038	3,000	3,000
4.875 – 6.200%	Notes due 2039	2,954	1,987
0.1838 – 10.880%	Notes due 2011 ⁽¹⁾	2,952	3,511
5.750 – 7.550%	Notes due 2031	1,727	1,994
2.950 – 6.500%	Notes due 2019 ⁽¹⁾	1,305	1,764
3.750 – 5.375%	Notes due 2018	1,006	1,027
3.150 – 6.630%	Notes due 2016	940	765
5.875%	Notes due 2028	772	750
2.300 – 3.00%	Notes due 2015	575	42
1.600 – 5.000%	Notes due 2013	561	516
4.125%	Notes due 2020	507	-
6.750%	Notes due 2024	263	250
2.000 – 2.500%	Notes due 2017	32	24
4.200 - 5.500%	Notes due 2026	20	-
4.200 - 5.500%	Notes due 2027	19	-
4.200 - 5.500%	Notes due 2025	17	-
4.200 - 5.500%	Notes due 2029	12	-
4.200 - 5.500%	Notes due 2023	10	-
4.200 - 5.500%	Notes due 2022	8	-
4.200 - 5.500%	Notes due 2021	7	-
Other ⁽²⁾		725	860
Total		\$37,197	\$35,712

⁽¹⁾ Notes due in 2011 and 2019 both include \$500 million put options.

⁽²⁾ Includes adjustments to debt hedged by derivatives.

The Company has \$1.0 billion in debt with embedded put options. The holders of one \$500 million debt issuance may require the Company to repurchase the debt at par plus accrued interest at any time. One issuance of money market puttable reset securities in the amount of \$500 million is structured to be remarketed in connection with the annual reset of the interest rate. If, for any reason, the remarketing of the notes does not occur at the time of any interest rate reset, the holders of the notes must sell, and the Company must repurchase, the notes at par. All of these issuances have been classified as long-term debt due within one year in the Consolidated Balance Sheets.

Long-term debt is unsecured except for \$335 million, which is collateralized by property with an aggregate carrying amount of approximately \$1.2 billion. Annual maturities of long-term debt during the next five years and thereafter are:

(Amounts in millions)

Fiscal Year	Annual Maturity
2010	\$5,848
2011	3,077
2012	5,474
2013	648
2014	5,075
Thereafter	17,075
Total	\$37,197

The Company has entered into sale/leaseback transactions involving buildings while retaining title to the underlying land. These transactions were accounted for as financings and are included in long-term debt and the annual maturities schedules above. The resulting obligations mature as follows during the next five years and thereafter:

(Amounts in millions)

Fiscal Year	Annual Maturity
2010	\$10
2011	10
2012	10
2013	10
2014	7
Thereafter	284
Total	\$331

3 Financial Instruments

The Company uses derivative financial instruments for hedging and non-trading purposes to manage its exposure to changes in interest and foreign exchange rates. Use of derivative financial instruments in hedging programs subjects the Company to certain risks, such as market and credit risks. Market risk represents the possibility that the value of the derivative instrument will change. In a hedging relationship, the change in the value of the derivative is offset to a great extent by the change in the value of the underlying hedged item. Credit risk related to derivatives represents the possibility that the counterparty will not fulfill the terms of the contract. The notional, or contractual, amount of the Company's derivative financial instruments is used to measure interest to be paid or received and does not represent the Company's exposure due to credit risk. Credit risk is monitored through established approval procedures, including setting concentration limits by counterparty, reviewing credit ratings and requiring collateral (generally cash) when appropriate. The majority of the Company's transactions are with counterparties rated "AA-" or better by nationally recognized credit rating agencies. In connection with various derivative agreements with counterparties, the Company is holding \$440 million in cash collateral from these counterparties at January 31, 2009.

Fair Value Instruments

The Company uses derivative financial instruments for purposes other than trading to manage its exposure to interest and foreign exchange rates, as well as to maintain an appropriate mix of fixed and floating-rate debt. Contract terms of a hedge instrument closely mirror those of the hedged item, providing a high degree of risk reduction and correlation. Contracts that are effective at meeting the risk reduction and correlation criteria are recorded using hedge accounting. If a derivative instrument is a hedge, depending on the nature of the hedge, changes in the fair value of the instrument will either be offset against the change in fair value of the hedged assets, liabilities or firm commitments through earnings or be recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of an instrument's change in fair value will be immediately recognized in earnings. Instruments that do not meet the criteria for hedge accounting, or contracts for which the Company has not elected hedge accounting, are valued at fair value with unrealized gains or losses reported in earnings during the period of change.

Net Investment Instruments

At January 31, 2009 and 2008, the Company is party to cross-currency interest rate swaps that hedge its net investment in the United Kingdom. The agreements are contracts to exchange fixed-rate payments in one currency for fixed-rate payments in another currency.

The Company has approximately £3.0 billion of outstanding debt that is designated as a hedge of the Company's net investment in the United Kingdom as of January 31, 2009 and 2008. The Company also has outstanding approximately ¥437.4 and ¥142.1 billion of debt that is designated as a hedge of the Company's net investment in Japan at January 31, 2009 and 2008, respectively. All changes in the fair value of these instruments are recorded in accumulated other comprehensive income, offsetting the foreign currency translation adjustment that is also recorded in accumulated other comprehensive income.

Cash Flow Instruments

The Company is party to receive floating-rate, pay fixed-rate interest rate swaps to hedge the interest rate risk of certain foreign-denominated debt. The swaps are designated as cash flow hedges of interest expense risk. The agreement is a contract to exchange fixed-rate payments of interest for floating-rate payments of interest. Changes in the foreign benchmark interest rate result in reclassification of amounts from accumulated other comprehensive income to earnings to offset the floating-rate interest expense.

Fair Value of Financial Instruments

In September 2006, the FASB issued Statement of Financial Accounting Standards (“SFAS”) No. 157, “Fair Value Measurements” (“SFAS 157”). SFAS 157 defines fair value, establishes a framework for measuring fair value within generally accepted accounting principles (“GAAP”) and expands required disclosures about fair value measurements. In November 2007, the FASB provided a one year deferral for the implementation of SFAS 157 for nonfinancial assets and liabilities. The Company adopted SFAS 157 as of February 1, 2008, as required. The adoption of SFAS 157 did not have a material impact on the Company’s financial condition and results of operations. Effective February 1, 2009, the Company adopted SFAS 157 for its nonfinancial assets and liabilities and does not anticipate a material impact to its financial condition, results of operations or cash flows.

SFAS 157 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions. As of January 31, 2009, the Company held certain derivative asset and liability positions that are required to be measured at fair value on a recurring basis. The majority of the Company’s derivative instruments related to interest rate swaps. The fair values of these interest rate swaps have been measured in accordance with Level 2 inputs in the fair value hierarchy.

Hedging instruments with an unrealized gain are recorded on the Consolidated Balance Sheets in other current assets or other assets and deferred charges, based on maturity date. Those instruments with an unrealized loss are recorded in accrued liabilities or deferred income taxes and other, based on maturity date.

Cash and cash equivalents: The carrying amount approximates fair value due to the short maturity of these instruments.

Long-term debt: Fair value is based on the Company’s current incremental borrowing rate for similar types of borrowing arrangements or, where applicable, quoted market prices.

Derivative financial instruments designated for hedging: The fair values are estimated amounts the Company would receive or pay to terminate the agreements as of the reporting dates. As of January 31, 2009 and 2008, derivative financial instruments designated for hedging are as follows (asset/(liability)):

	Notional Amount January 31,		Fair Value January 31,	
	2009	2008	2009	2008
<i>(Amounts in millions)</i>				
Derivative financial instruments designated for hedging:				
Receive fixed-rate, pay floating rate interest rate swaps designated as fair value hedges	\$5,195	\$5,195	\$321	\$265
Receive fixed-rate, pay fixed-rate cross-currency interest rate swaps designated as net investment hedges (Cross-currency notional amount: GBP 795 at 1/31/2009 and 1/31/2008)	1,250	1,250	526	(75)
Receive floating-rate, pay fixed-rate interest rate swaps designated as cash flow hedges	462	-	(17)	-
Total	<u>\$6,907</u>	<u>\$6,445</u>	<u>\$830</u>	<u>\$190</u>
Non-derivative financial instruments:				
Long-term debt	<u>\$37,197</u>	<u>\$35,712</u>	<u>\$37,862</u>	<u>\$35,940</u>

In February 2007, the FASB issued SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities—Including an amendment of FASB Statement No. 115” (“SFAS 159”). SFAS 159 permits companies to measure many financial instruments and certain other items at fair value at specified election dates. The Company adopted SFAS 159 on February 1, 2008. Since the Company has not utilized the fair value option for any allowable items, the adoption of SFAS 159 did not have a material impact on the Company’s financial condition and results of operations.

4 Accumulated Other Comprehensive Income

Comprehensive income is net income plus certain other items that are recorded directly to shareholders' equity. Amounts included in accumulated other comprehensive income for the Company's derivative instruments and minimum pension liabilities are recorded net of the related income tax effects. The following table gives further detail regarding changes in the composition of accumulated other comprehensive income during fiscal 2009, 2008 and 2007:

<i>(Amounts in millions)</i>	Foreign Currency Translation	Derivative Instruments	Minimum Pension Liability	Total
Balance at January 31, 2006	\$1,291	\$(6)	\$(232)	\$1,053
Foreign currency translation adjustment	1,584			1,584
Change in fair value of hedge instruments		123		123
Reclassification to earnings		(117)		(117)
Subsidiary minimum pension liability			(15)	(15)
Adjustment for initial application of SFAS 158, net of tax			(120)	(120)
Balance at January 31, 2007	\$2,875	\$-	\$(367)	\$2,508
Foreign currency translation adjustment	1,218			1,218
Subsidiary minimum pension liability			138	138
Balance at January 31, 2008	\$4,093	\$-	\$(229)	\$3,864
Foreign currency translation adjustment	(6,489)			(6,489)
Change in fair value of hedge instruments		(17)		(17)
Subsidiary minimum pension liability			(46)	(46)
Balance at January 31, 2009	\$(2,396)	\$(17)	\$(275)	\$(2,688)

The foreign currency translation amount includes a net translation gain of \$1.2 billion, a loss of \$9 million, and a gain of \$143 million at January 31, 2009, 2008 and 2007, respectively, related to net investment hedges of our operations in the United Kingdom and Japan.

In conjunction with the disposition of our operations in South Korea and Germany, the Company reclassified \$603 million from foreign currency translation amounts included in accumulated other comprehensive income into discontinued operations within our Consolidated Statements of Income for fiscal year 2007.

Accumulated other comprehensive income for fiscal 2009 was adversely affected by foreign currency exchange rate fluctuations.

5 Income Taxes

Income Tax Provision

<i>(Amounts in millions)</i>	Fiscal Year Ended January 31,		
	2009	2008	2007
Current:			
Federal	\$4,771	\$5,145	\$4,871
State and local	564	524	522
International	1,229	1,228	872
Total current tax provision	6,564	6,897	6,265
Deferred:			
Federal	614	12	(15)
State and local	41	6	4
International	(74)	(26)	100
Total deferred tax provision	581	(8)	89
Total provision for income taxes	\$7,145	\$6,889	\$6,354

Income from Continuing Operations

Income from continuing operations before income taxes and minority interest by jurisdiction is as follows:

(Amounts in millions)	Fiscal Year Ended January 31,		
	2009	2008	2007
Domestic	\$16,239	\$15,820	\$15,158
International	4,659	4,338	3,810
Total income from continuing operations before income taxes and minority interest	\$20,898	\$20,158	\$18,968

Deferred Taxes

Items that give rise to significant portions of the deferred tax accounts are as follows:

(Amounts in millions)	January 31,	
	2009	2008
Deferred tax assets:		
International operating and capital loss carryforwards	\$1,430	\$1,073
Accrued liabilities	2,548	2,400
Equity compensation	206	324
Other	374	516
Total deferred tax assets	4,558	4,313
Valuation allowance	(1,852)	(1,589)
Deferred tax assets, net of valuation allowance	\$2,706	\$2,724
Deferred tax liabilities:		
Property and equipment	\$3,257	\$2,740
Inventories	1,079	705
Other	(25)	41
Total deferred tax liabilities	\$4,311	\$3,486
Net deferred tax liabilities	\$1,605	\$762

The deferred taxes noted above are classified as follows in the balance sheet:

(Amounts in millions)	January 31,	
	2009	2008
Balance Sheet Classification:		
Prepaid expenses and other	\$1,293	\$1,425
Other assets and deferred charges	202	327
Total assets	1,495	1,752
Accrued liabilities	24	165
Deferred income taxes and other	3,076	2,349
Total liabilities	3,100	2,514
Net deferred tax liabilities	\$1,605	\$762

Effective Tax Rate Reconciliation

A reconciliation of the significant differences between the effective income tax rate and the federal statutory rate on pretax income is as follows:

	Fiscal Year Ended January 31,		
	2009	2008	2007
Statutory tax rate	35.00%	35.00%	35.00%
State income taxes, net of federal income tax benefit	1.89%	1.72%	1.80%
Income taxes outside the United States	-1.66%	-1.56%	-1.90%
Other	-1.04%	-0.98%	-1.40%
Effective income tax rate	34.19%	34.18%	33.50%

Unremitted Earnings

United States income taxes have not been provided on accumulated but undistributed earnings of its non-U.S. subsidiaries of approximately \$12.7 billion and \$10.7 billion as of January 31, 2009 and 2008, respectively, as the Company intends to permanently reinvest these amounts. However, if any portion were to be distributed, the related U.S. tax liability may be reduced by foreign income taxes paid on those earnings. Determination of the unrecognized deferred tax liability related to these undistributed earnings is not practicable because of the complexities of its hypothetical calculation.

Losses and Valuation Allowances

At January 21, 2009, the Company had international net operating loss and capital loss carryforwards totaling approximately \$4.1 billion. Of these carryforwards, \$2.4 billion will expire in various years through 2016. The remaining carryforwards have no expiration.

As of January 31, 2009, the Company has provided a valuation allowance of approximately \$1.9 billion on deferred tax assets associated primarily with net operating loss and capital loss carryforwards from our international operations for which management has determined it is more likely than not that the deferred tax asset will not be realized. The \$263 million net change in the valuation allowance in fiscal 2009 related to releases arising from the use of net operating loss carryforwards, increases in foreign net operating losses arising in fiscal 2009 and fluctuations in foreign currency exchange rates. Management believes that it is more likely than not that we will fully realize the remaining domestic and international deferred tax assets.

During fiscal 2007, the Company recorded a pretax loss of \$918 million and recognized a tax benefit of \$126 million on the disposition of its German operations. The Company recorded an additional loss on this disposition of \$153 million during fiscal year 2008. See Note 6, Acquisitions and Disposals, for additional information about this transaction. The Company has claimed the tax loss realized on the disposition of its German operations as an ordinary worthless stock deduction. The Internal Revenue Service has challenged the characterization of this deduction. If the loss is characterized as a capital loss, any such capital loss could only be realized by being offset against future capital gains and would expire in 2012. Any deferred tax asset, net of its related valuation allowance, resulting from the characterization of the loss as capital may be included with the Company's non-current assets of discontinued operations. Final resolution of the amount and character of the deduction may result in the recognition of additional tax benefits of up to \$1.7 billion which may be included in discontinued operations in future periods.

FASB Interpretation No. 48

The Company adopted the provisions of Financial Accounting Standards Board Interpretation No. 48, "Accounting for Uncertainty in Income Taxes," ("FIN 48") effective February 1, 2007. FIN 48 clarifies the accounting for income taxes by prescribing a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 also provides guidance on de-recognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. As a result of the implementation of FIN 48, the Company recognized a \$236 million increase in the liability for unrecognized tax benefits relating to continuing operations and a \$28 million increase in the related liability for interest and penalties for a total of \$264 million. Of this amount, \$160 million was accounted for as a reduction to the February 1, 2007 balance of retained earnings, \$70 million as an increase to non-current deferred tax assets, and \$34 million as an increase to current deferred tax assets.

The Company classifies interest on uncertain tax benefits as interest expense and income tax penalties as operating, selling, general and administrative expenses. At February 1, 2007, before any tax benefits, the Company had \$177 million of accrued interest and penalties on unrecognized tax benefits.

In the normal course of business, the Company provides for uncertain tax positions and the related interest and adjusts its unrecognized tax benefits and accrued interest accordingly. Unrecognized tax benefits related to continuing operations increased by \$149 million and \$89 million for fiscal 2009 and 2008, respectively. Accrued interest increased by \$47 million and \$65 million for fiscal 2009 and 2008, respectively. Penalties decreased by \$12 million for fiscal 2009. During the next twelve months, it is reasonably possible that tax audit resolutions could reduce unrecognized tax benefits by \$150 million to \$230 million, either because the tax positions are sustained on audit or because the Company agrees to their disallowance. Such unrecognized taxed benefits relate primarily to timing recognition issues.

A reconciliation of unrecognized tax benefits from continuing operations is as follows:

<i>(Amounts in millions)</i>	Unrecognized Tax Benefits
Balance at February 1, 2007	\$779
Increases related to prior year tax positions	125
Decreases related to prior year tax positions	(82)
Increases related to current year tax positions	106
Settlements during the period	(50)
Lapse of statute of limitations	(10)
Balance at January 31, 2008	\$868
Increases related to prior year tax positions	296
Decreases related to prior year tax positions	(34)
Increases related to current year tax positions	129
Settlements during the period	(238)
Lapse of statute of limitations	(4)
Balance at January 31, 2009	\$1,017

The amount, if recognized, which is included in the balance at January 31, 2009, that would affect the Company's effective tax rate is \$582 million. The difference represents the amount of unrecognized tax benefits for which the ultimate tax consequence is certain, but for which there is uncertainty about the timing of the tax consequence recognition. Because of the impact of deferred tax accounting, the timing would not impact the annual effective tax rate but could accelerate the payment of cash to the taxing authority to an earlier period.

As of February 1, 2007, and at January 31, 2009, the Company had unrecognized tax benefits of \$1.7 billion which are related to a worthless stock deduction the Company has claimed on its disposition of its German operations in the second quarter of fiscal 2007, as mentioned above. Of this, \$63 million was recognized in discontinued operations during the second quarter of fiscal 2009 following the resolution of a gain determination on a discontinued operation that was sold in fiscal 2004. The remaining balance, when settled, will be recorded as discontinued operations. The Company cannot predict the ultimate outcome of this matter, nor can it predict with reasonable certainty if it will be resolved within the next twelve months.

The Company is subject to income tax examinations for its U.S. federal income taxes generally for the fiscal years 2008 and 2009, with fiscal years 2004 through 2007 remaining open for a limited number of issues, for non-U.S. income taxes for the tax years 2003 through 2009, and for state and local income taxes for the fiscal years generally 2004 through 2008 and from 1998 for a limited number of issues.

Non-Income Taxes

Additionally, the Company is subject to tax examinations for payroll, value added, sales-based and other taxes. A number of these examinations are ongoing and, in certain cases, have resulted in assessments from the taxing authorities. Where appropriate, the Company has made accruals for these matters which are reflected in the Company's Consolidated Financial Statements. While these matters are individually immaterial, a group of related matters, if decided adversely to the Company, may result in liability material to the Company's financial condition or results of operations.

6 Acquisitions, Investments and Disposals

Acquisitions and Investments

In February 2007, the Company announced the purchase of a 35% interest in BCL. BCL operates 101 hypermarkets in 34 cities in China under the Trust-Mart banner. The purchase price for the 35% interest was \$264 million. As additional consideration, the Company paid \$376 million to extinguish a loan issued to the selling BCL shareholders that is secured by the pledge of the remaining equity of BCL. Concurrent with its initial investment in BCL, the Company entered into a stockholders agreement which provides the Company with voting rights associated with a portion of the common stock of BCL securing the loan, amounting to an additional 30% of the aggregate outstanding shares. Pursuant to the purchase agreement, the Company is committed to purchase the remaining interest in BCL on or before February 2010 subject to certain conditions. The final purchase price for the remaining interest will be approximately \$320 million, net of loan repayments and subject to reduction under certain circumstances.

After closing the acquisition, the Company began consolidating BCL using a December 31 fiscal year-end. The Company's Consolidated Statements of Income for fiscal 2008 include the results of BCL for the period commencing upon the acquisition of the Company's interest in BCL and ending December 31, 2007. BCL's results of operations were not material to the Company in fiscal 2008. Assets recorded in the acquisition were approximately \$1.6 billion, including approximately \$1.1 billion in goodwill, and liabilities assumed were approximately \$1.0 billion.

In August 2007, the Company announced an agreement between Wal-Mart and Bharti Enterprises, an Indian company, to establish a joint venture called Bharti Wal-Mart Private Limited to conduct wholesale cash-and-carry and back-end supply chain management operations in India, in compliance with Government of India guidelines. The first wholesale facility is targeted to open in mid-fiscal 2010. The joint venture was formed to establish wholesale warehouse facilities to serve retailers and business owners by selling them merchandise at wholesale prices, including Bharti Retail, a wholly-owned subsidiary of Bharti Enterprises, that is developing a chain of retail stores in India. In addition, Bharti Retail has entered into a franchise agreement with an Indian subsidiary of Wal-Mart under which it will provide technical support to Bharti Retail's retail business.

In October 2007, the Company announced the launch of a tender offer to acquire the remaining outstanding common and preferred shares of our Japanese subsidiary, The Seiyu Ltd. ("Seiyu"). Prior to the offer, the Company owned 50.9% of Seiyu. The tender offer commenced on October 23, expired on December 4, and closed on December 11, 2007. At closing, the Company acquired the majority of the common shares and all minority preferred shares. The Company purchased the remaining minority common shares in fiscal 2009 and now owns all of the common and preferred shares of Seiyu. Total purchase price for the tendered shares was \$937 million, including transaction costs. This acquisition of the remaining Seiyu shares not owned by the Company resulted in the recording of \$775 million of goodwill and the elimination of \$299 million minority interest related to the preferred shareholders.

In January 2009, the Company completed a tender offer for the shares of Distribución y Servicio D&S S.A. ("D&S"), acquiring approximately 58.2% of the outstanding D&S shares (the "First Offer"). D&S has 197 stores, 10 shopping centers and 85 PRESTO financial services branches throughout Chile. The purchase price for the D&S shares in the First Offer was approximately \$1.55 billion. As of January 31, 2009, assets recorded in the acquisition after the First Offer, were approximately \$3.6 billion, including approximately \$1.0 billion in goodwill, liabilities assumed were approximately \$1.7 billion and minority interest was approximately \$395 million. Under the Chilean securities laws, the Company was required after the First Offer to initiate a second tender offer (the "Second Offer") for the remaining outstanding shares of D&S on the same terms as the First Offer. The Company completed the Second Offer in March 2009, acquiring approximately 16.4% of the outstanding D&S shares for approximately \$430 million, resulting in the Company owning approximately 74.6% of the D&S shares. In connection with the transaction, the former D&S controlling shareholders were each granted a put option that is exercisable beginning in January 2011 through January 2016. During the exercise period, the put option allows each former controlling shareholder the right to require the Company to purchase up to all of their shares of D&S (approximately 25.1%) owned following the Second Offer at fair market value at the time of an exercise, if any. The consolidated financial statements of D&S, as well as the allocation of the purchase price as of January 31, 2009, are preliminary.

Disposals

During fiscal 2007, the Company disposed of its operations in South Korea and Germany, which had been included in our International segment. Consequently, the net losses and cash flows related to these operations are presented as discontinued operations in our Consolidated Statements of Income and our Consolidated Statements of Cash Flows for the appropriate periods presented.

The Company recorded a pretax gain on the sale of its retail business in South Korea of \$103 million, and tax expense of \$63 million during fiscal 2007. In determining the gain on the disposition of our South Korean operations, the Company allocated \$206 million of goodwill from the International reporting unit.

The Company recorded a loss of \$918 million on the disposal of its German operations during fiscal 2007. In addition, the Company recognized a tax benefit of \$126 million related to this transaction in fiscal 2007. The Company recorded a charge of \$153 million in fiscal 2008 to discontinued operations related to the settlement of a post-closing adjustment and certain other indemnification obligations.

During fiscal 2009, the Company disposed of Gazeley, an ASDA commercial property development subsidiary in the United Kingdom. Consequently, the results of operations associated with Gazeley are presented as discontinued operations in our Consolidated Statements of Income and Consolidated Balance Sheets for all periods presented. The cash flows related to this operation were insignificant for all periods presented. In fiscal 2009, the Company recognized approximately \$212 million, after tax, in operating profits and gains from the sale of Gazeley as discontinued operations. The transaction continues to remain subject to certain indemnification obligations. In calculating the gain on disposal, the Company allocated \$192 million of goodwill from the International segment.

During fiscal 2009, the Company initiated a restructuring program under which the Company's Japanese subsidiary, Seiyu, will close 23 stores and dispose of certain excess properties. This restructuring will involve incurring costs associated with lease termination obligations, asset impairment charges and employee separation benefits. The costs associated with this restructuring are presented as discontinued operations in our Consolidated Statements of Income and Consolidated Balance Sheets for all periods presented. The cash flows and accrued liabilities related to this restructuring were insignificant for all periods presented. The Company recognized approximately \$122 million, after tax, in restructuring expenses and operating results as discontinued operations during fiscal 2009. Additional costs will be recorded in future periods for lease termination obligations and employee separation benefits and are not expected to be material.

In addition, the Company recorded a \$63 million benefit to discontinued operations in fiscal 2009, from the successful resolution of a tax contingency related to McLane Company, Inc., a former Wal-Mart subsidiary sold in fiscal 2004.

In addition to the gain and loss on the dispositions noted above, discontinued operations as presented in the Company's Consolidated Statements of Income also include net sales and net operating income and losses from our discontinued operations as follows:

<i>(Amounts in millions)</i>	Fiscal Year Ended January 31,	
	2008	2007
Net sales	\$219	\$2,722
Net operating income (losses)	21	(153)

7 Share-Based Compensation Plans

As of January 31, 2009, the Company has awarded share-based compensation to executives and other associates of the Company through various share-based compensation plans. The compensation cost recognized for all plans was \$302 million, \$276 million and \$271 million for fiscal 2009, 2008 and 2007, respectively. The total income tax benefit recognized for all share-based compensation plans was \$112 million, \$102 million and \$101 million for fiscal 2009, 2008 and 2007, respectively.

The Company's Stock Incentive Plan of 2005 (the "Plan"), which is shareholder-approved, was established to grant stock options, restricted (non-vested) stock, performance share and other equity compensation awards to its associates, and 210 million shares of common stock to be issued under the Plan have been registered under the Securities Act of 1933. The Company believes that such awards better align the interests of its associates with those of its shareholders.

Under the Plan and prior plans, substantially all stock option awards have been granted with an exercise price equal to the market price of the Company's stock at the date of grant. Generally, outstanding options granted before fiscal 2001 vest over seven years. Options granted after fiscal 2001 generally vest over five years. Shares issued upon the exercise of options are newly issued. Options granted generally have a contractual term of 10 years.

The Company's United Kingdom subsidiary, ASDA, also offers two other stock option plans to its colleagues. The first plan, The ASDA Colleague Share Ownership Plan 1999 ("CSOP"), grants options to certain colleagues. The initial CSOP grant is a three year and a six year vesting with six year vesting granted thereafter. CSOP shares have an exercise period of two months immediately following the vesting date. The second plan, The ASDA Sharesave Plan 2000 ("Sharesave"), grants options to certain colleagues at 80% of the average market value of the three days preceding date of grant. Sharesave options become exercisable after either a three-year or five-year period and generally expire six months after becoming exercisable. The CSOP and Sharesave Plan were registered to grant stock options to its colleagues for up to a combined 34 million shares of common stock.

The fair value of each stock option award is estimated on the date of grant using the Black-Scholes-Merton option valuation model that uses various assumptions for inputs, which are noted in the following table. Generally, the Company uses expected volatilities and risk-free interest rates that correlate with the expected term of the option when estimating an option's fair value. To determine the expected life of the option, the Company bases its estimates on historical exercise and expiration activity of grants with similar vesting periods. Expected volatility is based on historical volatility of our stock and the expected risk-free interest rate is based on the U.S. Treasury yield curve at the time of the grant. The expected dividend yield over the vesting period is based on the annual dividend rate at the time of grant. The following table represents a weighted-average of the assumptions used by the Company to estimate the fair values of the Company's stock options at the grant dates:

	Fiscal Year Ended January 31,		
	2009	2008	2007
Dividend yield	1.9%	2.1%	2.3%
Volatility	16.7%	18.6%	19.4%
Risk-free interest rate	2.0%	4.5%	4.8%
Expected life in years	3.4	5.6	5.3

A summary of the stock option award activity for fiscal 2009 is presented below:

Stock Options	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Life in Years	Aggregate Intrinsic Value
Outstanding at January 31, 2008	68,860,000	\$49.01		
Granted	1,712,000	39.51		
Exercised	(18,043,000)	48.14		
Forfeited or expired	(3,807,000)	48.62		
Outstanding at January 31, 2009	48,722,000	49.11	4.5	\$59,706,000
Exercisable at January 31, 2009	28,539,000	\$51.34	4.4	\$7,321,000

As of January 31, 2009, there was \$148 million of total unrecognized compensation cost related to stock options granted under the Plan, which is expected to be recognized over a weighted-average period of 2.1 years. The total fair value of options vested during the fiscal years ended January 31, 2009, 2008 and 2007, was \$107 million, \$102 million and \$160 million, respectively.

The weighted-average grant-date fair value of options granted during the fiscal years ended January 31, 2009, 2008 and 2007, was \$9.97, \$11.00 and \$9.20, respectively. Stock options granted in fiscal 2009 were primarily issued under the ASDA Sharesave plan. The total intrinsic value of options exercised during the years ended January 31, 2009, 2008 and 2007, was \$173 million, \$60 million and \$103 million, respectively. During fiscal 2009, the Company received \$585 million in cash from the exercise of stock options.

In fiscal 2007, the Company began issuing restricted stock rights to most associates in lieu of stock option awards. Restricted stock rights are associate rights to Company stock after a specified service period. Grants issued before fiscal 2009 typically vest over five years with 40% vesting three years from grant date and the remaining 60% vesting five years from grant date. Beginning in fiscal 2009, the vesting schedule was adjusted for new grants to 50% vesting three years from grant date and the remaining 50% vesting five years from grant date. The fair value of each restricted stock right is determined on the date of grant using the stock price discounted for the expected dividend yield through the vesting period. Expected dividend yield over the vesting period is based on the annual dividend rate at the time of grant. The weighted average discount for dividend yield used to determine the fair value of restricted stock rights granted in fiscal 2009, 2008, and 2007 was 6.8%, 8.4% and 6.9%, respectively.

A summary of the Company's restricted stock rights activity for fiscal 2009 presented below represents the maximum number of shares that could be earned or vested under the Plan:

Restricted Stock Rights	Shares	Weighted-Average Grant-Date Fair Value
Restricted Stock Rights at January 31, 2008	6,641,000	\$43.00
Granted	5,129,000	50.41
Vested	(10,000)	44.78
Forfeited	(606,000)	45.39
Restricted Stock Rights at January 31, 2009	11,154,000	\$46.28

As of January 31, 2009, there was \$278 million of total unrecognized compensation cost related to restricted stock rights granted under the Plan, which is expected to be recognized over a weighted-average period of 2.7 years.

Under the Plan, the Company grants various types of awards of restricted (non-vested) stock to certain associates. These grants include awards for shares that vest based on the passage of time, performance criteria, or both. Vesting periods vary. The restricted stock awards may be settled in stock, or deferred as stock or cash, based upon the associate's election. Consequently, these awards are classified as liabilities in the accompanying Consolidated Balance Sheets unless the associate has elected for the award to be settled or deferred in stock.

During fiscal 2006, the Company began issuing performance share awards under the Plan that vest based on the passage of time and achievement of performance criteria. Based on the extent to which the targets are achieved, vested shares may range from 0% to 150% of the original award amount. Because the performance shares issued before January 1, 2008 may be settled in stock or cash, the performance shares are accounted for as liabilities in the accompanying Consolidated Balance Sheets unless the associate has elected for the award to be settled or deferred in stock. Performance shares issued in fiscal 2009 are settled or deferred in stock; therefore, they are accounted for as equity in the accompanying Consolidated Balance Sheets.

The fair value of the restricted stock and performance share liabilities are re-measured each reporting period. The total liability for restricted stock and performance share awards at January 31, 2009 and January 31, 2008, was \$126 million and \$125 million, respectively.

A summary of the Company's non-vested restricted stock and performance share award activity for fiscal 2009 presented below represents the maximum number of shares that could be earned or vested under the Plan:

Non-Vested Restricted Stock and Performance Share Awards	Shares	Weighted-Average Grant-Date Fair Value
Restricted Stock and Performance Share Awards at January 31, 2008	10,787,000	\$47.00
Granted	6,749,000	52.10
Vested	(1,815,000)	46.41
Forfeited	(2,016,000)	49.11
Restricted Stock and Performance Share Awards at January 31, 2009	13,705,000	\$49.28

As of January 31, 2009, there was \$293 million of total unrecognized compensation cost related to restricted stock and performance share awards granted under the Plan, which is expected to be recognized over a weighted-average period of 3.4 years. The total fair value of shares vested during the fiscal years ended January 31, 2009, 2008 and 2007, was \$55 million, \$24 million and \$38 million, respectively.

8 Legal Proceedings

The Company is involved in a number of legal proceedings. In accordance with Statement of Financial Accounting Standards No. 5, "Accounting for Contingencies," the Company has made accruals with respect to these matters, where appropriate, which are reflected in the Company's Consolidated Financial Statements. The Company may enter into discussions regarding settlement of these matters, and may enter into settlement agreements, if it believes settlement is in the best interest of the Company's shareholders. The matters, or groups of related matters, discussed below, if decided adversely to or settled by the Company, individually or in the aggregate, may result in liability material to the Company's financial condition or results of operations.

Wage-and-Hour Class Actions: The Company is a defendant in numerous cases containing class-action allegations in which the plaintiffs are current and former hourly associates who allege that the Company forced or encouraged them to work "off the clock," failed to provide rest breaks or meal periods, or otherwise failed to pay them correctly. The complaints generally seek unspecified monetary damages, injunctive relief, or both. Class or collective-action certification has yet to be addressed by the court in a majority of these cases. In the majority of wage-and-hour class actions filed against the Company in which the courts have addressed the issue, class certification has been denied. The Company cannot reasonably estimate the possible loss or range of loss that may arise from these lawsuits, except as noted below.

On December 23, 2008, the Company and the attorneys for the plaintiffs in 63 of the wage-and-hour class actions described above announced that they had entered into a series of settlement agreements in connection with those matters. Each of the settlements is subject to approval by the court in which the matter is pending. The total amount to be paid by the Company under the settlement agreements will depend on whether such approvals are granted, as well as on the number and amount of claims that are submitted by class members in each matter. If all of the agreements are approved by the courts, the total to be paid by the Company under the settlement agreements will be at least \$352 million, but no more than \$640 million, depending on the number and amount of claims. The Company may also incur additional administrative expenses and other costs in the process of concluding the settlements.

One of the remaining wage-and-hour lawsuits is *Savaglio v. Wal-Mart Stores, Inc.*, a class-action lawsuit in which the plaintiffs allege that they were not provided meal and rest breaks in accordance with California law, and seek monetary damages and injunctive relief. A trial on the plaintiffs' claims for monetary damages concluded on December 22, 2005. The jury returned a verdict of approximately \$57 million in statutory penalties and \$115 million in punitive damages. In June 2006, the judge entered an order allowing some, but not all, of the injunctive relief sought by the plaintiffs. On December 27, 2006, the judge entered an order awarding the plaintiffs an additional amount of approximately \$26 million in costs and attorneys' fees. The Company believes it has substantial factual and legal defenses to the claims at issue, and on January 31, 2007, the Company filed its Notice of Appeal. On November 19, 2008, the court of appeals issued an Order staying further proceedings in the *Savaglio* appeal pending the decision of the California Supreme Court in a case involving similar issues, entitled *Brinker v. Superior Court*.

In another of the remaining wage-and-hour lawsuits, *Braun/Hummel v. Wal-Mart Stores, Inc.*, a trial was commenced in September 2006, in Philadelphia, Pennsylvania. The plaintiffs allege that the Company failed to pay class members for all hours worked and prevented class members from taking their full meal and rest breaks. On October 13, 2006, the jury awarded back-pay damages to the plaintiffs of approximately \$78 million on their claims for off-the-clock work and missed rest breaks. The jury found in favor of the Company on the plaintiffs' meal-period claims. On November 14, 2007, the trial judge entered a final judgment in the approximate amount of \$188 million, which included the jury's back-pay award plus statutory penalties, prejudgment interest and attorneys' fees. The Company believes it has substantial factual and legal defenses to the claims at issue, and on December 7, 2007, the Company filed its Notice of Appeal.

In another wage-and-hour lawsuit, *Braun v. Wal-Mart Stores, Inc.*, the Company agreed in October 2008 to settle the case by paying up to approximately \$54 million, part of which is to be paid to the State of Minnesota and part to the class members and their counsel. On January 14, 2009, the trial court entered an Order granting preliminary approval of the settlement and directing that notices be mailed to class members. The exact amount that will be paid by the Company depends on the number and amount of claims that are submitted by class members in response to the notices.

Exempt Status Cases: The Company is currently a defendant in three cases in which the plaintiffs seek class certification of various groups of salaried managers and challenge their exempt status under state and federal laws. In one of those cases (*Sepulveda v. Wal-Mart Stores, Inc.*), class certification was denied by the trial court on May 5, 2006. On April 25, 2008, a three-judge panel of the United States Court of Appeals for the Ninth Circuit affirmed the trial court's ruling in part and reversed it in part, and remanded the case for further proceedings. On May 16, 2008, the Company filed a petition seeking review of that ruling by a larger panel of the court. On October 10, 2008, the court entered an Order staying all proceedings in the *Sepulveda* appeal pending the final disposition of the appeal in *Dukes v. Wal-Mart Stores, Inc.*, discussed below. Class certification has not been addressed in the other cases. The Company cannot reasonably estimate the possible loss or range of loss that may arise from these lawsuits.

Gender Discrimination Cases: The Company is a defendant in *Dukes v. Wal-Mart Stores, Inc.*, a class-action lawsuit commenced in June 2001 in the United States District Court for the Northern District of California. The case was brought on behalf of all past and present female employees in all of the Company's retail stores and warehouse clubs in the United States. The complaint alleges that the Company has engaged in a pattern and practice of discriminating against women in promotions, pay, training and job assignments. The complaint seeks, among other things, injunctive relief, front pay, back pay, punitive damages and attorneys' fees. On June 21, 2004, the district court issued an order granting in part and denying in part the plaintiffs' motion for class certification. The class, which was certified by the district court for purposes of liability, injunctive and declaratory relief, punitive damages and lost pay, subject to certain exceptions, includes all women employed at any Wal-Mart domestic retail store at any time since December 26, 1998, who have been or may be subjected to the pay and management track promotions policies and practices challenged by the plaintiffs.

The Company believes that the district court's ruling is incorrect. On August 31, 2004, the United States Court of Appeals for the Ninth Circuit granted the Company's petition for discretionary review of the ruling. On February 6, 2007, a divided three-judge panel of the court of appeals issued a decision affirming the district court's certification order. On February 20, 2007, the Company filed a petition asking that the decision be reconsidered by a larger panel of the court. On December 11, 2007, the three-judge panel withdrew its opinion of February 6, 2007, and issued a revised opinion. As a result, the Company's Petition for Rehearing En Banc was denied as moot. The Company filed a new Petition for Rehearing En Banc on January 8, 2008. On February 13, 2009, the court of appeals issued an Order granting the Petition. The court heard oral argument on the Petition on March 24, 2009. If the Company is not successful in its appeal of class certification, or an appellate court issues a ruling that allows for the certification of a class or classes with a different size or scope, and if there is a subsequent adverse verdict on the merits from which there is no successful appeal, or in the event of a negotiated settlement of the litigation, the resulting liability could be material to the Company's financial condition or results of operations. The plaintiffs also seek punitive damages which, if awarded, could result in the payment of additional amounts material to the Company's financial condition or results of operations. However, because of the uncertainty of the outcome of the appeal from the district court's certification decision, because of the uncertainty of the balance of the proceedings contemplated by the district court, and because the Company's liability, if any, arising from the litigation, including the size of any damages award if plaintiffs are successful in the litigation or any negotiated settlement, could vary widely, the Company cannot reasonably estimate the possible loss or range of loss that may arise from the litigation.

The Company is a defendant in a lawsuit that was filed by the Equal Employment Opportunity Commission ("EEOC") on August 24, 2001, in the United States District Court for the Eastern District of Kentucky on behalf of Janice Smith and all other females who made application or transfer requests at the London, Kentucky, distribution center from 1998 to the present, and who were not hired or transferred into the warehouse positions for which they applied. The complaint alleges that the Company based hiring decisions on gender in violation of Title VII of the 1964 Civil Rights Act as amended. The EEOC can maintain this action as a class without certification. The EEOC seeks back pay and front pay for those females not selected for hire or transfer during the relevant time period, plus compensatory and punitive damages and injunctive relief. The EEOC has asserted that the hiring practices in question resulted in a shortfall of 245 positions. The claims for compensatory and punitive damages are capped by statute at \$300,000 per shortfall position. The amounts of back pay and front pay that are being sought have not been specified. The case has been set for trial on March 1, 2010.

Hazardous Materials Investigations: On November 8, 2005, the Company received a grand jury subpoena from the United States Attorney's Office for the Central District of California, seeking documents and information relating to the Company's receipt, transportation, handling, identification, recycling, treatment, storage and disposal of certain merchandise that constitutes hazardous materials or hazardous waste. The Company has been informed by the U.S. Attorney's Office for the Central District of California that it is a target of a criminal investigation into potential violations of the Resource Conservation and Recovery Act ("RCRA"), the Clean Water Act and the Hazardous Materials Transportation Statute. This U.S. Attorney's Office contends, among other things, that the use of Company trucks to transport certain returned merchandise from the Company's stores to its return centers is prohibited by RCRA because those materials may be considered hazardous waste. The government alleges that, to comply with RCRA, the Company must ship from the store certain materials as "hazardous waste" directly to a certified disposal facility using a certified hazardous waste carrier. The Company contends that the practice of transporting returned merchandise to its return centers for subsequent disposition, including disposal by certified facilities, is compliant with applicable laws and regulations. While management cannot predict the ultimate outcome of this matter, management does not believe the outcome will have a material effect on the Company's financial condition or results of operations.

Additionally, the U.S. Attorney's Office in the Northern District of California has initiated its own investigation regarding the Company's handling of hazardous materials and hazardous waste and the Company has received administrative document requests from the California Department of Toxic Substances Control requesting documents and information with respect to two of the Company's distribution facilities. Further, the Company also received a subpoena from the Los Angeles County District Attorney's Office for documents and administrative interrogatories requesting information, among other things, regarding the Company's handling of materials and hazardous waste. California state and local government authorities and the State of Nevada have also initiated investigations into these matters. The Company is cooperating fully with the respective authorities. While management cannot predict the ultimate outcome of this matter, management does not believe the outcome will have a material effect on the Company's financial condition or results of operations.

9 Commitments

The Company and certain of its subsidiaries have long-term leases for stores and equipment. Rentals (including amounts applicable to taxes, insurance, maintenance, other operating expenses and contingent rentals) under operating leases and other short-term rental arrangements were \$1.8 billion, \$1.6 billion and \$1.4 billion in 2009, 2008 and 2007, respectively. Aggregate minimum annual rentals at January 31, 2009, under non-cancelable leases are as follows:

(Amounts in millions)

Fiscal Year	Operating Leases	Capital Leases
2010	\$1,161	\$569
2011	1,138	556
2012	997	527
2013	888	492
2014	816	460
Thereafter	7,830	2,914
Total minimum rentals	<u>\$12,830</u>	<u>\$5,518</u>
Less estimated executory costs		47
Net minimum lease payments		<u>5,471</u>
Less imputed interest at rates ranging from 3.0% to 13.6%		<u>1,956</u>
Present value of minimum lease payments		<u>\$3,515</u>

Certain of the Company's leases provide for the payment of contingent rentals based on a percentage of sales. Such contingent rentals amounted to \$21 million, \$33 million and \$41 million in 2009, 2008 and 2007, respectively. Substantially all of the Company's store leases have renewal options, some of which may trigger an escalation in rentals.

In connection with certain debt financing, we could be liable for early termination payments if certain unlikely events were to occur. At January 31, 2009, the aggregate termination payment would have been \$153 million. The two arrangements pursuant to which these payments could be made expire in fiscal 2011 and fiscal 2019.

In connection with the development of our grocery distribution network in the United States, we have agreements with third parties which would require us to purchase or assume the leases on certain unique equipment in the event the agreements are terminated. These agreements, which can be terminated by either party at will, cover up to a five-year period and obligate the Company to pay up to approximately \$66 million upon termination of some or all of these agreements.

The Company has potential future lease commitments for land and buildings for approximately 321 future locations. These lease commitments have lease terms ranging from 1 to 35 years and provide for certain minimum rentals. If executed, payments under operating leases would increase by \$72 million for fiscal 2010, based on current cost estimates.

10 Retirement-Related Benefits

In the United States, the Company maintains a Profit Sharing and 401(k) Plan under which associates generally become participants following one year of employment. The Profit Sharing component of the plan is entirely funded by the Company, and the Company makes an additional contribution to the associates' 401(k) component of the plan. In addition to the Company contributions, associates may elect to contribute a percentage of their earnings to the 401(k) component of the plan. During fiscal 2009, participants could contribute up to 50% of their pretax earnings, but not more than statutory limits.

Associates may choose from among 13 different investment options for the 401(k) component of the plan and 14 investment options for the Profit Sharing component of the plan. For associates who do not make an investment election, their 401(k) balance in the plan is placed in a balanced fund. Associates' 401(k) funds immediately vest, and associates may change their investment options at any time. Associates with three years of service have full diversification rights with the 14 investment options for the Profit Sharing component of the plan. Prior to January 31, 2008, associates were fully vested in the Profit Sharing component of the plan after seven years of service, with vesting starting at 20% at three years of service and increasing 20% each year until year seven. Effective January 31, 2008, associates are fully vested in the Profit Sharing component of the plan after six years of service, with vesting starting at 20% at two years of service and increasing 20% each year until year six.

Annual contributions made by the Company to the United States and Puerto Rico Profit Sharing and 401(k) Plans are made at the sole discretion of the Company. Contribution expense associated with these plans was \$1.0 billion, \$945 million and \$890 million in fiscal 2009, 2008 and 2007, respectively.

Employees in foreign countries who are not U.S. citizens are covered by various post-employment benefit arrangements. These plans are administered based upon the legislative and tax requirements in the countries in which they are established. Annual contributions to foreign retirement savings and profit sharing plans are made at the discretion of the Company, and were \$210 million, \$267 million and \$274 million in fiscal 2009, 2008 and 2007, respectively.

The Company's subsidiaries in the United Kingdom and Japan have defined benefit pension plans. The plan in the United Kingdom was underfunded by \$34 million at January 31, 2009 and overfunded by \$5 million at January 31, 2008. The plan in Japan was underfunded by \$289 million and \$202 million at January 31, 2009 and 2008, respectively. These underfunded amounts have been recorded in our Consolidated Balance Sheets in accordance with SFAS 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106 and 132(R)" ("SFAS 158"). Certain other foreign operations have defined benefit arrangements that are not significant.

11 Segments

The Company is engaged in the operations of retail stores located in all 50 states of the United States, Argentina, Brazil, Canada, Chile, China, Costa Rica, El Salvador, Guatemala, Honduras, India, Japan, Mexico, Nicaragua, Puerto Rico and the United Kingdom. The Company identifies segments in accordance with the criteria set forth in SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information" ("SFAS 131") and is primarily based on the operations of the Company that our chief operating decision maker regularly reviews to analyze performance and allocate resources among business units of the Company. We sell similar individual products and services in each of our segments. It is impractical to segregate and identify revenue and profits for each of these individual products and services.

The Walmart U.S. segment includes the Company's mass merchant concept in the United States under the Walmart brand, as well as walmart.com. The Sam's Club segment includes the warehouse membership clubs in the United States as well as samsclub.com. The International segment consists of the Company's operations outside of the United States. The amounts under the caption "Other" in the table below relating to operating income are unallocated corporate overhead items.

The Company measures the profit of its segments as "segment operating income," which is defined as income from continuing operations before net interest expense, income taxes and minority interest and excludes unallocated corporate overhead and results of discontinued operations. From time to time, we revise the measurement of each segment's operating income as changes in business needs dictate. When we do, we restate all periods presented for comparative purposes. Information on segments and the reconciliation to consolidated income from continuing operations before income taxes, minority interest and discontinued operations appear in the following tables.

(Amounts in millions)

Fiscal Year Ended January 31, 2009	Walmart U.S.	International	Sam's Club	Other	Consolidated
Revenues from external customers	\$255,745	\$98,645	\$46,854	\$-	\$401,244
Operating income (loss)	18,763	4,940	1,610	(2,515)	22,798
Interest expense, net					(1,900)
Income from continuing operations before income taxes and minority interest					\$20,898
Total assets of continuing operations	\$84,361	\$59,903	\$12,339	\$6,631	\$163,234
Depreciation and amortization	4,013	1,872	527	327	6,739
Fiscal Year Ended January 31, 2008	Walmart U.S.	International	Sam's Club	Other	Consolidated
Revenues from external customers	\$239,529	\$90,421	\$44,357	\$-	\$374,307
Operating income (loss)	17,516	4,725	1,618	(1,907)	21,952
Interest expense, net					(1,794)
Income from continuing operations before income taxes and minority interest					\$20,158
Total assets of continuing operations	\$84,286	\$61,994	\$11,722	\$4,545	\$162,547
Depreciation and amortization	3,813	1,684	507	313	6,317
Fiscal Year Ended January 31, 2007	Walmart U.S.	International	Sam's Club	Other	Consolidated
Revenues from external customers	\$226,294	\$76,883	\$41,582	\$-	\$344,759
Operating income (loss)	16,620	4,265	1,480	(1,868)	20,497
Interest expense, net					(1,529)
Income from continuing operations before income taxes and minority interest					\$18,968
Total assets of continuing operations	\$79,040	\$54,974	\$11,448	\$5,196	\$150,658
Depreciation and amortization	3,323	1,409	475	252	5,459

In the United States, long-lived assets, net, excluding goodwill and other assets and deferred charges were \$68.0 billion, \$66.8 billion and \$62.3 billion as of January 31, 2009, 2008 and 2007, respectively. In the United States, additions to long-lived assets were \$7.5 billion, \$10.4 billion and \$12.2 billion in fiscal 2009, 2008 and 2007, respectively.

Outside of the United States, long-lived assets, net, excluding goodwill and other assets and deferred charges were \$27.6 billion, \$30.1 billion and \$26.0 billion as of fiscal 2009, 2008 and 2007, respectively. Outside of the United States, additions to long-lived assets were \$4.0 billion, \$4.5 billion and \$3.5 billion in fiscal 2009, 2008 and 2007, respectively. The International segment includes all real estate outside the United States. The operations of the Company's ASDA subsidiary are significant in comparison to the total operations of the International segment. ASDA's sales during fiscal 2009, 2008 and 2007 were \$34.1 billion, \$33.4 billion and \$28.9 billion, respectively. The depreciation of the British pound against the U.S. dollar during fiscal 2009 adversely impacted ASDA's sales in that year by \$3.0 billion. ASDA's long-lived assets, consisting primarily of property and equipment, net, totaled \$10.8 billion, \$14.2 billion and \$13.2 billion at January 31, 2009, 2008 and 2007, respectively.

12 Quarterly Financial Data (Unaudited)

<i>(Amounts in millions except per share data)</i>	Quarters Ended			
	April 30,	July 31,	October 31,	January 31,
Fiscal 2009				
Net sales	\$94,070	\$101,544	\$97,634	\$107,996
Cost of sales	71,845	77,599	74,114	82,601
Gross profit	22,225	23,945	23,520	25,395
Income from continuing operations	3,029	3,401	3,033	3,792
(Loss) income from discontinued operations, net of tax	(7)	48	105	-
Net income	\$3,022	\$3,449	\$3,138	\$3,792
Basic net income per common share:				
Basic income per common share from continuing operations	\$0.77	\$0.86	\$0.77	\$0.97
Basic (loss) income per common share from discontinued operations	(0.01)	0.01	0.03	-
Basic net income per common share	\$0.76	\$0.87	\$0.80	\$0.97
Diluted net income per common share:				
Diluted income per common share from continuing operations	\$0.76	\$0.86	\$0.77	\$0.96
Diluted income per common share from discontinued operations	-	0.01	0.03	-
Diluted net income per common share	\$0.76	\$0.87	\$0.80	\$0.96
Fiscal 2008				
Net sales	\$85,335	\$91,938	\$90,826	\$106,208
Cost of sales	65,271	70,551	69,251	81,277
Gross profit	20,064	21,387	21,575	24,931
Income from continuing operations	2,806	3,101	2,846	4,110
Income (loss) from discontinued operations, net of tax	20	(149)	11	(14)
Net income	\$2,826	\$2,952	\$2,857	\$4,096
Basic net income per common share:				
Basic income per common share from continuing operations	\$0.68	\$0.76	\$0.70	\$1.03
Basic income (loss) per common share from discontinued operations	0.01	(0.04)	0.01	-
Basic net income per common share	\$0.69	\$0.72	\$0.71	\$1.03
Diluted net income per common share:				
Diluted income per common share from continuing operations	\$0.68	\$0.75	\$0.70	\$1.03
Diluted loss per common share from discontinued operations	-	(0.03)	-	(0.01)
Diluted net income per common share	\$0.68	\$0.72	\$0.70	\$1.02
<i>The sum of quarterly financial data may not agree to annual amounts due to rounding.</i>				

13 Recent Accounting Pronouncements

In September 2006, the FASB issued SFAS No. 158 which requires recognition of the funded status of a benefit plan in the statement of financial position. The Standard also requires recognition in other comprehensive income of certain gains and losses that arise during the period but are deferred under pension accounting rules, as well as modifies the timing of reporting and adds certain disclosures. The Company adopted the funded status recognition and disclosure elements as of January 31, 2007, and the measurement elements as of January 31, 2009, as required by SFAS 158. The adoption of SFAS 158 did not have a material impact on the Company's financial condition, results of operations or liquidity.

In December 2007, the FASB issued SFAS No. 141(R), "Business Combinations" ("SFAS 141(R)"). SFAS 141(R) replaces SFAS 141, "Business Combinations," but retains the requirement that the purchase method of accounting for acquisitions be used for all business combinations. SFAS 141(R) expands on the disclosures previously required by SFAS 141, better defines the acquirer and the acquisition date in a business combination and establishes principles for recognizing and measuring the assets acquired (including goodwill), the liabilities assumed and any noncontrolling interests in the acquired business. SFAS 141(R) also requires an acquirer to record an adjustment to income tax expense for changes in valuation allowances or uncertain tax positions related to acquired businesses. SFAS 141(R) is effective for all business combinations with an acquisition date in the first annual period following December 1, 2008; early adoption is not permitted. The Company adopted this statement as of February 1, 2009. The Company does not expect SFAS 141(R) to have a material impact on the Company's income tax expense related to adjustments for changes in valuation allowances and tax reserves for prior business combinations.

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements—an amendment of ARB No. 51" ("SFAS 160"). SFAS 160 requires that noncontrolling (or minority) interests in subsidiaries be reported in the equity section of the Company's balance sheet, rather than in a mezzanine section of the balance sheet between liabilities and equity. SFAS 160 also changes the manner in which the net income of the subsidiary is reported and disclosed in the controlling company's income statement and establishes guidelines for accounting for changes in ownership percentages and for de-consolidation. SFAS 160 is effective for financial statements for fiscal years beginning on or after December 1, 2008 and interim periods within those years. The Company adopted SFAS 160 as of February 1, 2009. As SFAS 160 will only impact the Company's presentation of minority interests on its balance sheet, the adoption of SFAS 160 is not expected to have a material impact on the Company's financial condition and results of operations.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities" ("SFAS 161"). SFAS 161 is intended to improve financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand the effects of the derivative instruments on an entity's financial position, financial performance and cash flows. The Company adopted SFAS 161 as of February 1, 2009. The Company is currently assessing the potential impact of SFAS 161 on its financial statements.

In May 2008, the FASB issued SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles" ("SFAS 162"). SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles. SFAS 162 directs the hierarchy to the entity, rather than the independent auditors, as the entity is responsible for selecting accounting principles for financial statements that are presented in conformity with generally accepted accounting principles. SFAS 162 is currently effective and its adoption did not have a significant impact on our financial condition, results of operations or cash flows.

In June 2008, the FASB issued Staff Position EITF 03-06-1, "Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities" ("FSP EITF 03-06-1"). FSP EITF 03-06-1 provides that unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method in SFAS No. 128, "Earnings per Share". The Company adopted FSP EITF 03-06-1 as of February 1, 2009. The Company is currently assessing the potential impact of FSP EITF 03-06-1 on its financial statements.

14 Subsequent Events

On March 5, 2009, the Company's Board of Directors approved an increase in the annual dividends for fiscal year 2010 to \$1.09 per share. The annual dividend will be paid in four quarterly installments on April 6, 2009, June 1, 2009, September 8, 2009, and January 4, 2010, to holders of record on March 13, May 15, August 14 and December 11, 2009, respectively.

On March 27, 2009, the Company issued and sold £1.0 billion of 5.625% Notes Due 2034 at an issue price equal to 98.981% of the notes' aggregate principal amount. Interest started accruing on the notes on March 27, 2009. The Company will pay interest on the notes on March 27 and September 27 of each year, commencing on September 27, 2009. The notes will mature on March 27, 2034. The notes are senior, unsecured obligations of Wal-Mart Stores, Inc.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of
Wal-Mart Stores, Inc.

We have audited the accompanying consolidated balance sheets of Wal-Mart Stores, Inc. as of January 31, 2009 and 2008, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years in the period ended January 31, 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Wal-Mart Stores, Inc. at January 31, 2009 and 2008, and the consolidated results of its operations and its cash flows for each of the three years in the period ended January 31, 2009, in conformity with U.S. generally accepted accounting principles.

As discussed in Notes 5 and 13 to the consolidated financial statements, respectively, effective February 1, 2007 the Company changed its method of accounting for income taxes in accordance with Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes*, and effective January 31, 2009, the Company adopted the measurement elements of Statement of Financial Accounting Standards No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans*.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Wal-Mart Stores, Inc.'s internal control over financial reporting as of January 31, 2009, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 27, 2009 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Rogers, Arkansas
March 27, 2009

Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting

The Board of Directors and Shareholders of
Wal-Mart Stores, Inc.

We have audited Wal-Mart Stores, Inc.'s internal control over financial reporting as of January 31, 2009, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Wal-Mart Stores, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying "Management's Report to Our Shareholders". Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As indicated in the accompanying "Management's Report to Our Shareholders", management's assessment of and conclusion on effectiveness of internal control over financial reporting did not include the internal controls of Distribución y Servicio D&S S.A., which is included in the fiscal 2009 consolidated financial statements of Wal-Mart Stores, Inc. and constituted 2.2% and 0.0% of consolidated total assets and consolidated net sales, respectively, of Wal-Mart Stores, Inc. as of, and for the year ended January 31, 2009. Our audit of internal control over financial reporting of Wal-Mart Stores, Inc. also did not include an evaluation of the internal control over financial reporting of Distribución y Servicio D&S S.A.

In our opinion, Wal-Mart Stores, Inc. maintained, in all material respects, effective internal control over financial reporting as of January 31, 2009, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Wal-Mart Stores, Inc. as of January 31, 2009 and 2008, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the three years in the period ended January 31, 2009 and our report dated March 27, 2009 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Rogers, Arkansas
March 27, 2009

Management's Report to Our Shareholders

Wal-Mart Stores, Inc.

Management of Wal-Mart Stores, Inc. ("Wal-Mart", the "Company" or "we") is responsible for the preparation, integrity and objectivity of Wal-Mart's Consolidated Financial Statements and other financial information contained in this Annual Report to Shareholders. Those Consolidated Financial Statements were prepared in conformity with accounting principles generally accepted in the United States. In preparing those Consolidated Financial Statements, management was required to make certain estimates and judgments, which are based upon currently available information and management's view of current conditions and circumstances.

The Audit Committee of the Board of Directors, which consists solely of independent directors, oversees our process of reporting financial information and the audit of our Consolidated Financial Statements. The Audit Committee stays informed of the financial condition of Wal-Mart and regularly reviews management's financial policies and procedures, the independence of our independent auditors, our internal control over financial reporting and the objectivity of our financial reporting. Both the independent auditors and the internal auditors have free access to the Audit Committee and meet with the Audit Committee periodically, both with and without management present.

Acting through our Audit Committee, we have retained Ernst & Young LLP, an independent registered public accounting firm, to audit our Consolidated Financial Statements found in this Annual Report to Shareholders. We have made available to Ernst & Young LLP all of our financial records and related data in connection with their audit of our Consolidated Financial Statements. We have filed with the Securities and Exchange Commission ("SEC") the required certifications related to our Consolidated Financial Statements as of and for the year ended January 31, 2009. These certifications are attached as exhibits to our Annual Report on Form 10-K for the year ended January 31, 2009. Additionally, we have also provided to the New York Stock Exchange the required annual certification of our Chief Executive Officer regarding our compliance with the New York Stock Exchange's corporate governance listing standards.

Report on Internal Control Over Financial Reporting

Management has responsibility for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with accounting principles generally accepted in the United States. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Management has assessed the effectiveness of the Company's internal control over financial reporting as of January 31, 2009. In making its assessment, management has utilized the criteria set forth by the Committee of Sponsoring Organizations ("COSO") of the Treadway Commission in *Internal Control — Integrated Framework*. Management concluded that based on its assessment, Wal-Mart's internal control over financial reporting was effective as of January 31, 2009. The Company's internal control over financial reporting as of January 31, 2009, has been audited by Ernst & Young LLP as stated in their report which appears in this Annual Report to Shareholders.

Management's assessment of the effectiveness of the Company's internal control over financial reporting excluded Distribución y Servicio D&S S.A. ("D&S"), of which the Company purchased a controlling interest in fiscal 2009. This entity represented, in the aggregate, 2.2% and 0.0% of consolidated total assets and consolidated net sales, respectively, of the Company as of and for the year ended January 31, 2009. This acquisition is more fully discussed in Note 6 to our Consolidated Financial Statements for fiscal 2009. Under guidelines established by the SEC, companies are allowed to exclude acquisitions from their first assessment of internal control over financial reporting following the date of the acquisition.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures designed to provide reasonable assurance that information required to be timely disclosed is accumulated and communicated to management in a timely fashion. Management has assessed the effectiveness of these disclosure controls and procedures as of January 31, 2009, and determined they were effective as of that date to provide reasonable assurance that information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934, as amended, was accumulated and communicated to management, as appropriate, to allow timely decisions regarding required disclosure and were effective to provide reasonable assurance that such information is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms.

Report on Ethical Standards

Our Company was founded on the belief that open communications and the highest standards of ethics are necessary to be successful. Our long-standing “Open Door” communication policy helps management be aware of and address issues in a timely and effective manner. Through the open door policy all associates are encouraged to inform management at the appropriate level when they are concerned about any matter pertaining to Wal-Mart.

Wal-Mart has adopted a Statement of Ethics to guide our associates in the continued observance of high ethical standards such as honesty, integrity and compliance with the law in the conduct of Wal-Mart’s business. Familiarity and compliance with the Statement of Ethics is required of all associates who are part of management. The Company also maintains a separate Code of Ethics for our senior financial officers. Wal-Mart also has in place a Related-Party Transaction Policy. This policy applies to Wal-Mart’s senior officers and directors and requires material related-party transactions to be reviewed by the Audit Committee. The senior officers and directors are required to report material related-party transactions to Wal-Mart. We maintain a global ethics office which oversees and administers an ethics helpline. The ethics helpline provides a channel for associates to make confidential and anonymous complaints regarding potential violations of our statements of ethics, including violations related to financial or accounting matters.

/s/ Michael T. Duke

Michael T. Duke

President and Chief Executive Officer

/s/ Thomas M. Schoewe

Thomas M. Schoewe

Executive Vice President and Chief Financial Officer

Fiscal 2009 End-of-Year Store Count

Wal-Mart Stores, Inc.

State	Discount Stores	Supercenters	Neighborhood Markets	Sam's Clubs	Grand Total
Alabama	6	90	5	13	114
Alaska	4	4	-	3	11
Arizona	9	62	22	16	109
Arkansas	15	66	8	6	95
California	140	35	-	37	212
Colorado	9	56	-	16	81
Connecticut	29	5	-	3	37
Delaware	4	5	-	1	10
Florida	39	161	25	42	267
Georgia	7	126	-	22	155
Hawaii	8	-	-	2	10
Idaho	3	16	-	2	21
Illinois	57	90	-	29	176
Indiana	15	84	3	16	118
Iowa	11	47	-	8	66
Kansas	9	48	3	7	67
Kentucky	11	73	7	8	99
Louisiana	6	77	5	12	100
Maine	10	12	-	3	25
Maryland	31	13	-	12	56
Massachusetts	39	7	-	3	49
Michigan	19	65	-	26	110
Minnesota	19	42	-	13	74
Mississippi	5	59	1	6	71
Missouri	27	91	-	15	133
Montana	3	10	-	1	14
Nebraska	-	30	-	3	33
Nevada	4	26	11	7	48
New Hampshire	16	11	-	4	31
New Jersey	46	3	-	10	59
New Mexico	3	31	2	7	43
New York	40	52	-	17	109
North Carolina	23	107	-	22	152
North Dakota	1	10	-	3	14
Ohio	24	119	-	30	173
Oklahoma	14	71	16	8	109
Oregon	14	16	-	-	30
Pennsylvania	42	83	-	23	148
Rhode Island	7	2	-	1	10
South Carolina	8	63	-	9	80
South Dakota	-	12	-	2	14
Tennessee	4	103	6	16	129
Texas	40	297	33	72	442
Utah	2	30	5	8	45
Vermont	4	-	-	-	4
Virginia	18	71	1	16	106
Washington	19	28	-	3	50
West Virginia	2	35	-	5	42
Wisconsin	25	58	-	12	95
Wyoming	-	10	-	2	12
United States totals	891	2,612	153	602	4,258

International^{(1) (2)}

Country	Units
Argentina	28
Brazil	345
Canada	318
Central America	502
Chile	197
China	243
Japan	371
Mexico	1,197
Puerto Rico	56
United Kingdom	358
International Total	3,615
Grand Total	7,873

(1) Unit counts are as of January 31, 2009.

(2) At January 31, 2009, our Indian business consisted of wholesale cash-and-carry and back-end supply chain management operations through our joint venture with Bharti Enterprises and technical support to the retail stores of Bharti Retail through a franchise agreement.

International unit counts and operating formats as of January 31, 2009:

Country	Supermarket	Discount Store	Supercenter	Hypermarket	Other	Total
Argentina	-	-	22	-	6	28
Brazil ⁽¹⁾	155	-	34	71	85	345
Canada ⁽²⁾	-	256	56	-	6	318
Chile	46	76	-	75	-	197
China	-	-	132	103	8	243
Costa Rica	25	122	-	6	11	164
El Salvador	30	45	-	2	-	77
Guatemala	29	109	-	6	16	160
Honduras	7	36	-	1	6	50
Japan	264	-	-	106	1	371
Mexico ⁽³⁾	163	67	154	-	813	1,197
Nicaragua	7	44	-	-	-	51
Puerto Rico	31	7	8	-	10	56
United Kingdom	307	-	30	-	21	358
Grand Total	1,064	762	436	370	983	3,615

(1) “Other” format includes 22 Sam’s Clubs, 23 cash-n-carry stores, 39 combination discount and grocery stores and 1 general merchandise store.

(2) “Other” format includes 6 Sam’s Clubs that were closed in March of fiscal 2010.

(3) “Other” format includes 91 Sam’s Clubs, 279 combination discount and grocery stores, 83 department stores and 360 restaurants.

Board of directors

Aida M. Alvarez

Ms. Alvarez is the former Administrator of the U.S. Small Business Administration and was a member of President Clinton's Cabinet from 1997 to 2001.

James W. Breyer

Mr. Breyer is a Partner of Accel Partners, a venture capital firm.

M. Michele Burns

Ms. Burns is the Chairman and Chief Executive Officer of Mercer LLC, a subsidiary of Marsh & McLennan Companies, Inc.

James I. Cash, Jr., Ph.D.

Dr. Cash is the retired James E. Robison Professor of Business Administration at Harvard Business School, where he served from July 1976 to October 2003.

Roger C. Corbett

Mr. Corbett is the retired Chief Executive Officer and Group Managing Director of Woolworths Limited, the largest retail company in Australia.

Douglas N. Daft

Mr. Daft is the retired Chairman of the Board of Directors and Chief Executive Officer of The Coca-Cola Company, a beverage manufacturer, where he served in that capacity from February 2000 until May 2004 and in various other capacities since 1969.

Michael T. Duke

Mr. Duke is the President and Chief Executive Officer of Wal-Mart Stores, Inc.

David D. Glass

Mr. Glass is the former Chairman of the Executive Committee of the Board of Directors of Wal-Mart Stores, Inc., serving in that position from February 2000 until June 2006, and the former President and Chief Executive Officer of Wal-Mart Stores, Inc. from January 1988 to January 2000.

Gregory B. Penner

Mr. Penner is a General Partner at Madrone Capital Partners.

Allen I. Questrom

Mr. Questrom is the retired Chairman of the Board of Directors and Chief Executive Officer of J.C. Penney Company, Inc.

H. Lee Scott, Jr.

Mr. Scott is the Chairman of the Executive Committee of the Board of Directors of Wal-Mart Stores, Inc. He is the former President and Chief Executive Officer of Wal-Mart Stores, Inc., serving in that position from January 2000 to January 2009.

Arne M. Sorenson

Mr. Sorenson is the Executive Vice President and Chief Financial Officer of Marriott International, Inc. ("Marriott"). Effective May 1, 2009, Mr. Sorenson will become President and Chief Operating Officer of Marriott.

Jim C. Walton

Mr. Walton is the Chairman of the Board of Directors and Chief Executive Officer of Arvest Bank Group, Inc., a group of banks operating in the states of Arkansas, Kansas, Missouri and Oklahoma.

S. Robson Walton

Mr. Walton is Chairman of the Board of Directors of Wal-Mart Stores, Inc.

Christopher J. Williams

Mr. Williams is the Chairman of the Board of Directors and Chief Executive Officer of The Williams Capital Group, L.P., an investment bank.

Linda S. Wolf

Ms. Wolf is the retired Chairman of the Board of Directors and Chief Executive Officer of Leo Burnett Worldwide, Inc., an advertising agency and division of Publicis Groupe S.A.

Corporate and Stock Information

Wal-Mart Stores, Inc.

Corporate information

Stock Registrar and Transfer Agent:

Computershare Trust Company, N.A.

P.O. Box 43069

Providence, Rhode Island 02940-3069

1-800-438-6278

TDD for hearing-impaired inside the U.S. 1-800-952-9245

Internet: <http://www.computershare.com>

Listing

New York Stock Exchange

Stock Symbol: WMT

Annual meeting:

Our Annual Meeting of Shareholders will be held on Friday, June 5, 2009, at 7:00 a.m. (Central time) in Bud Walton Arena on the University of Arkansas campus, Fayetteville, Arkansas.

Communication with shareholders:

Wal-Mart Stores, Inc. periodically communicates with its shareholders and other members of the investment community about our operations. For further information regarding our policy on shareholder and investor communications refer to our website www.walmartstores.com/investors.

Independent registered public accounting firm:

Ernst & Young LLP

5414 Pinnacle Point Dr., Suite 102

Rogers, AR 72758

The following reports are available without charge upon request by writing the Company c/o Investor Relations or by calling 479-273-8446. These reports are also available via the corporate website.

Annual Report on Form 10-K

Quarterly Reports on Form 10-Q

Current Sales and Earnings Releases

Current Reports on Form 8-K

Copy of Annual Meeting Proxy Statement

Supplier Standards Report

Market price of common stock

Fiscal year ended January 31,

	2009		2008	
	High	Low	High	Low
1st Quarter	\$59.04	\$47.84	\$50.42	\$45.06
2nd Quarter	59.95	55.05	51.44	45.73
3rd Quarter	63.85	47.40	48.42	42.09
4th Quarter	59.23	46.92	51.30	42.50

Fiscal year ended January 31,

	2010	
	High	Low
1st Quarter*	\$51.10	\$46.25

*Through March 20, 2009

Dividends payable per share

Fiscal year ended January 31, 2010

April 6, 2009	\$0.2725
June 1, 2009	\$0.2725
September 8, 2009	\$0.2725
January 4, 2010	\$0.2725

Dividends paid per share

Fiscal year ended January 31, 2009

April 7, 2008	\$0.2375
June 2, 2008	\$0.2375
September 2, 2008	\$0.2375
January 2, 2009	\$0.2375

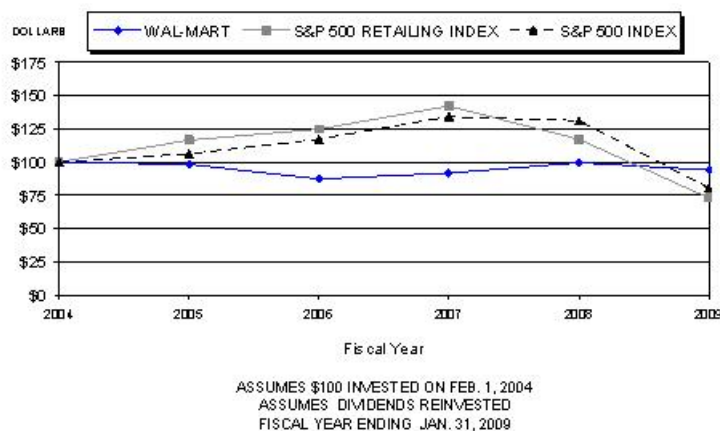
Fiscal year ended January 31, 2008

April 2, 2007	\$0.2200
June 4, 2007	\$0.2200
September 4, 2007	\$0.2200
January 2, 2008	\$0.2200

Stock Performance Chart

This graph compares the cumulative total shareholder return on Wal-Mart's common stock during the five fiscal years ending with fiscal 2009 to the cumulative total returns on the S&P 500 Retailing Index and the S&P 500 Index. The comparison assumes \$100 was invested on February 1, 2004, in shares of our common stock and in each of the indices shown and assumes that all of the dividends were reinvested.

**COMPARISON OF 5-YEAR CUMULATIVE TOTAL RETURN
AMONG WAL-MART STORES, INC.,
S&P 500 INDEX AND S&P 500 RETAILING INDEX**



Shareholders

As of March 27, 2009, there were 298,263 holders of record of Wal-Mart's common stock.

Certifications

The Company's Chief Executive Officer and Chief Financial Officer have filed their certifications as required by the Securities and Exchange Commission (the "SEC") regarding the quality of the Company's public disclosure for each of the periods ended during the Company's fiscal year ended January 31, 2009, and the effectiveness of internal control over financial reporting as of January 31, 2009 and 2008. Further, the Company's Chief Executive Officer has certified to the New York Stock Exchange ("NYSE") that he is not aware of any violation by the Company of the NYSE corporate governance listing standards, as required by Section 303A.12 (a) of the NYSE listing standards.

