

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>BREWER ROSALIND G</u> (Last) (First) (Middle) <u>702 S.W. 8TH STREET</u> (Street) <u>BENTONVILLE AR 72716-0215</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAL MART STORES INC [WMT]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>06/29/2016</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Executive Vice President</u> 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common	06/29/2016		M		8,071 ⁽¹⁾	A	\$48.32	285,749	D	
Common	06/29/2016		M		2,723 ⁽¹⁾	A	\$47.26	288,472	D	
Common	06/29/2016		S		10,794 ⁽²⁾	D	\$71.65	277,678	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$48.32	06/29/2016		M			8,071	(3)	10/14/2016	Common Stock	8,071	\$0	0	D	
Stock Option	\$47.26	06/29/2016		M			2,723	(4)	03/11/2017	Common Stock	2,723	\$0	0	D	

Explanation of Responses:

1. These shares were acquired by the Reporting Person upon the exercise of stock options as reported in Table II of this Form 4. A portion of the proceeds from the sale of these shares was used to cover the exercise price and applicable tax withholding, fees, and commissions. The Reporting Person elected to receive the remainder of the proceeds of the sale of the resulting 10,794 shares in the form of cash. Therefore, there was no net increase or reduction in the Reporting Person's share ownership.
2. These shares were acquired by the Reporting Person upon the exercise of stock options as reported in Table II of this Form 4. A portion of the proceeds from the sale of these shares was used to cover the exercise price and applicable tax withholding, fees, and commissions. The Reporting Person elected to receive the remainder of the proceeds of the sale of the resulting 10,794 shares in the form of cash. Therefore, there was no net increase or reduction in the Reporting Person's share ownership.
3. These options became exercisable in five equal annual installments beginning on October 16, 2007.
4. These options became exercisable in five equal annual installments beginning on March 12, 2008.

/s/ Geoffrey W. Edwards, by power of attorney 07/01/2016

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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