

**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>McMillon C Douglas</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>11/21/2016</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Stock	11/21/2016		M		75,063 <sup>(1)</sup>	A	\$47.96	867,198.549 <sup>(2)</sup>	D	
Common Stock	11/21/2016		S		75,063 <sup>(3)</sup>	D	\$69.0771	792,135.549	D	
Common Stock								1,645.7139 <sup>(4)</sup>	I	By 401(k)
Common Stock								5,194	I	By Wife as UGMA Custodian for Children
Common								75,954	I	By Trust for Children
Common								75,374	I	By Wife's Trust for Children
Common								1,741	I	By Trust for Wife

**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 Options	\$47.96	11/21/2016		M			75,063	(S)	01/21/2017	Common Stock	75,063	\$0	0	D	

**Explanation of Responses:**

- These shares were acquired by the Reporting Person upon the exercise of stock options as reported in Table II of this Form 4. The expiration date for such options was January 21, 2017. 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 75,063 shares in the form of cash. Therefore, there was no net increase or reduction in the Reporting Person's share ownership.
- Balance adjusted to reflect shares acquired through the Wal-Mart Stores, Inc. Associate Stock Purchase Plan.
- These shares were acquired by the Reporting Person upon the exercise of stock options as reported in Table II of this Form 4. The expiration date for such options was January 21, 2017. 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 75,063 shares in the form of cash. Therefore, there was no net increase or reduction in the Reporting Person's share ownership.
- Balance adjusted to reflect shares acquired through the Walmart 401(k) Plan.
- The option is exercisable in five equal annual installments beginning on January 22, 2008.

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

11/23/2016

\*\* 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.

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