

**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 or 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported):  
March 25, 2005

Wal-Mart Stores, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other  
Jurisdiction of  
Incorporation)

001-06991  
(Commission File  
Number)

71-0415188  
(IRS Employer  
Identification No.)

702 S.W. 8th Street  
Bentonville, Arkansas 72716  
(Address of principal executive offices) (Zip code)

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

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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(a) On March 25, 2005, at the request of Wal-Mart Stores, Inc. (the "Company"), Thomas M. Coughlin resigned from the Board of Directors (the "Board") of the Company. At the time of his resignation, Mr. Coughlin was a member of the Board's Strategic Planning and Finance Committee, Executive Committee and Stock Option Committee.

The Company's request for Mr. Coughlin's resignation arose from a disagreement between Mr. Coughlin and the Company concerning the results of a recent internal investigation into the alleged unauthorized use of corporate-owned gift cards and personal reimbursements that appear to have been obtained from the Company through the reporting of false information on third-party invoices and Company expense reports. The amount in controversy is estimated to be in the range of \$100,000 to \$500,000.

Based on the results of the Company's internal investigation, including Mr. Coughlin's response to questions concerning his knowledge of certain transactions, the Company promptly reported the results of its investigation to the United States Attorney for the Western District of Arkansas and requested that all appropriate action be taken with respect to the reported matters. The Company thereafter provided the results of its investigation to federal officials and is cooperating with them in connection with their further review of these matters.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

17.1 Resignation Letter of Thomas M. Coughlin dated March 25, 2005.



**INDEX TO EXHIBITS**

Exhibit  
Number

Description

17.1 Resignation Letter of Thomas M. Coughlin dated March 25, 2005.

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Tom Coughlin  
Vice Chairman of the Board (Retired)  
Wal-Mart Stores, Inc.

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HOME OFFICE

Dear Rob:

This is to advise you that I am resigning effective immediately as a member of the Board of Directors of Wal-Mart. I leave with warm feelings for the company and all the people who have made it great. I have appreciated the opportunity to serve.

/s/ Tom Coughlin

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