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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

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**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):  
September 23, 2004**

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**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.**

(b) On September 23, 2004, Dawn G. Lepore resigned from the Board of Directors of Wal-Mart Stores, Inc. ("Wal-Mart"). The resignation was not related to any disagreement between Ms. Lepore and Wal-Mart on any matter relating to Wal-Mart's operations, policies, or practices. A copy of the press release issued by Wal-Mart announcing Ms. Lepore's resignation is filed as Exhibit 99.1 to this current report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

99.1 Press release dated September 23, 2004.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 24, 2004

WAL-MART STORES, INC.

By: /s/ Jeffrey J. Gearhart

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Jeffrey J. Gearhart  
Vice President and General Counsel, Corporate

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INDEX TO EXHIBITS

Exhibit Number	Description
99.1	Press Release dated September 23, 2004



**FOR IMMEDIATE RELEASE**

Contact: Sharon Weber  
479.273.4314

## **Dawn Lepore Resigns From Wal-Mart Board Of Directors**

BENTONVILLE, Ark., Sept. 23, 2004 – Dawn Lepore announced her resignation as a member of the Board of Directors of Wal-Mart Stores, Inc., effective immediately.

Ms. Lepore has accepted the position of Chief Executive Officer and Chairman of the Board of drugstore.com, inc., a competitor of Wal-Mart. Ms. Lepore believed her service to both companies could represent a potential conflict of interest.

Ms. Lepore has served on the Board of Directors of Wal-Mart since 2001. She was a member of the Board's Compensation, Nominating and Governance Committee. Prior to accepting her position with drugstore.com, inc., she was Vice Chairman for The Charles Schwab Corporation, a financial services company.

Rob Walton, Chairman of the Board of Wal-Mart, said, "We appreciate the time, energy and ideas that Dawn has contributed to Wal-Mart during her years of service. We wish her the very best in this new opportunity."

Said Ms. Lepore, "I have great respect for the Wal-Mart organization and culture, and I have no doubt that my experience there has made me a better executive."

No decision has been made regarding a replacement for Ms. Lepore.

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