
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):
January 6, 2009

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(c) On January 6, 2009, the Executive Committee of the Board of Directors (the “Board”) of Wal-Mart Stores, Inc. (the “Company”) appointed C. Douglas McMillon, age 42, as executive vice president, president and chief executive officer of the Company’s International Division, effective as of February 1, 2009. Since August 2005, Mr. McMillon has served as executive vice president, president and chief executive officer, Sam’s Club. Prior to assuming his present position, Mr. McMillon served as executive vice president of Sam’s Club merchandising and replenishment from August 2002 to August 2005, and as senior vice president and general merchandise manager of Walmart U.S. from October 1999 to August 2002. Mr. McMillon joined the Company in 1990 while attending college. The Company issued a press release on January 7, 2009 announcing Mr. McMillon’s appointment. A copy of the press release is furnished as Exhibit 99.1 to this report.

The following information is provided under Item 404(a) of Regulation S-K. During the Company’s current fiscal year ending January 31, 2009 (“fiscal 2009”), Mr. McMillon’s sister was appointed as an executive officer of Mahco, Inc. (“Mahco”). Through December 31, 2008, Mahco had sales to the Company during fiscal 2009 in the amount of approximately \$32.1 million. The Company believes that the terms of these transactions are comparable to terms that would have been reached by unrelated parties in arms-length transactions. The Company expects to continue to purchase products from Mahco during the remainder of fiscal 2009 at levels similar to or greater than purchases made through December 31, 2008.

The Company entered into a covenant not to compete agreement with Mr. McMillon in October 1998, amended December 2005. This covenant not to compete agreement is substantially similar to the form of covenant not to compete agreement entered into with executive officers of the Company that is attached as Exhibit 10(o) to the Company’s Form 10-K/A filed on August 26, 2004. The amendment to the covenant not to compete agreement is substantially similar to the form of amendment entered into with executive officers that is attached as Exhibit 10.2 to the Company’s Form 8-K filed on December 12, 2005. The covenant not to compete agreement, as amended, prohibits Mr. McMillon, for a period of two years following his termination of employment with the Company for any reason, from participating in a business that competes with the Company and from soliciting the Company’s associates for employment. The covenant not to compete agreement, as amended, also provides that, if Mr. McMillon is terminated from the Company for any reason, other than his violation of the Company’s policies, the Company will continue to pay his base salary for two years following termination of employment, less any earnings he receives from other employment. Mr. McMillon’s covenant not to compete agreement also provided for a restricted stock grant of 6,250 shares of Company stock at the time of execution in October 1998.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated January 7, 2009 announcing appointment of C. Douglas McMillon as Executive Vice President, President and Chief Executive Officer of the Company’s International Division

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: January 7, 2009

WAL-MART STORES, INC.

By: /s/ Gordon Y. Allison

Gordon Y. Allison

Vice President and General Counsel, Corporate

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
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FOR IMMEDIATE RELEASE

Contact: David Tovar, Wal-Mart
1-800-331-0085

Investor Relations Contacts: Carol Schumacher
479-277-1498
Mike Beckstead
479-277-9558

**Doug McMillon Named President and CEO
of Wal-Mart International**

BENTONVILLE, Ark., Jan. 7, 2009 – Wal-Mart Stores, Inc. (NYSE: WMT) announced today that Doug McMillon, 42, will be promoted to president and chief executive officer of Wal-Mart International, the company's second largest operating segment. McMillon, currently president and CEO of Sam's Club, will report to Mike Duke who was named to succeed Lee Scott as the company's president and CEO. Both will assume their new roles Feb. 1.

"Doug is joining Wal-Mart International at a time of strength and momentum," said Duke. "We have a strategy to win in all markets, and our international team is exceptionally strong across the board. We have never had a more talented group of regional leaders and country presidents. We will continue to focus on emerging markets with strong growth potential, as well as established markets that we believe have the potential to deliver consistently strong returns.

"It is exciting to promote a long-term associate to lead our second largest business. Doug began his Wal-Mart career as an hourly associate, unloading trucks at a distribution center, while he worked his way through college. In his 18 years with the company, Doug has learned the business from the bottom up, with leadership roles in all three operating divisions. One of the best things about this company is that, as we grow, we are able to offer broad career opportunities to our associates around the world," said Duke.

“Doug is the right leader to continue to grow our international portfolio, export our culture and leverage our global strengths in every market where we operate. He also appreciates the broader role Wal-Mart can play in the world and has been a major driver of the company’s sustainability initiatives. He is committed to our associates and customers, and demonstrates the company’s culture and values every day,” Duke added.

According to McMillon, “It is both exciting and humbling to join the team that is taking the Wal-Mart mission of saving people money so they can live better to customers around the world. The potential is huge and the need is great. Our strategy of focused execution, leveraging our global scale, our global commitment to low prices and the dedication of our associates positions us well for further success.”

McMillon has a bachelor’s degree in business administration from the University of Arkansas in Fayetteville and a master’s of business administration from the University of Tulsa. He lives in Bentonville with his wife and two sons.

McMillon’s successor as president and CEO of Sam’s Club will be named at a later date.

Wal-Mart International accounts for approximately 25 percent of the company’s revenue. Through the 43-week period ending Nov. 28, 2008, Wal-Mart International sales were more than \$80.6 billion. Today, it operates more than 3,300 stores under more than 50 banners.

NOTE: An updated bio and high resolution photo of Doug McMillon are available for downloading at: <http://www.walmartstores.com/factsnews>

About Wal-Mart Stores, Inc. (NYSE: WMT)

Wal-Mart Stores, Inc. operates Walmart discount stores, supercenters, Neighborhood Markets and Sam’s Club locations in the United States. The Company operates in Argentina, Brazil, Canada, China, Costa Rica, El Salvador, Guatemala, Honduras, Japan, Mexico, Nicaragua, Puerto Rico and the United Kingdom and, through a joint venture, in India. The Company’s common stock is listed on the New York Stock Exchange under the symbol WMT. More information about Wal-Mart can be found by visiting www.walmartstores.com. Online merchandise sales are available at www.walmart.com and www.samsclub.com.

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