

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

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>WALTON HELEN R</u> (Last) (First) (Middle) <u>125 W. CENTRAL #218</u> (Street) <u>BENTONVILLE AR 72712</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>07/13/2004</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 Officer (give title below) <u>X</u> Other (specify below) <u>Section 13(g) group member (2)</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> Form filed by One Reporting Person Form filed by More Than One Reporting Person
---	--	--

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	07/13/2004	07/13/2004	P		11,000	A	\$52.79	354,000	D	
Common Stock	07/13/2004	07/13/2004	P		52,000	A	\$52.8	406,000	D	
Common Stock	07/13/2004	07/13/2004	P		15,000	A	\$52.82	421,000	D	
Common Stock	07/13/2004	07/13/2004	P		46,900	A	\$52.85	467,900	D	
Common Stock	07/13/2004	07/13/2004	P		11,000	A	\$52.86	478,900	D	
Common Stock	07/13/2004	07/13/2004	P		14,000	A	\$52.87	492,900	D	
Common Stock	07/13/2004	07/13/2004	P		19,200	A	\$52.88	512,100	D	
Common Stock	07/13/2004	07/13/2004	P		4,800	A	\$52.89	516,900	D	
Common Stock	07/13/2004	07/13/2004	P		72,900	A	\$52.9	589,800	D	
Common Stock	07/13/2004	07/13/2004	P		7,000	A	\$52.91	596,800	D	
Common Stock	07/13/2004	07/13/2004	P		5,200	A	\$52.92	602,000	D	
Common Stock	07/13/2004	07/13/2004	P		15,000	A	\$52.93	617,000	D	
Common Stock	07/13/2004	07/13/2004	P		8,000	A	\$52.96	625,000	D	
Common Stock	07/13/2004	07/13/2004	P		5,000	A	\$52.98	630,000	D	
Common Stock	07/13/2004	07/13/2004	P		116,200	A	\$53	746,200	D	
Common Stock	07/13/2004	07/13/2004	P		3,800	A	\$52.97	750,000	D	
Common Stock								14,080	I ⁽¹⁾	As Custodian
Common Stock								1,680,506,739	I ⁽²⁾⁽³⁾	By Limited Liability Company

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				

Explanation of Responses:

1. The reporting person disclaims beneficial ownership of the reported securities.
 2. The reporting person is a member of a Section 13(g) group that owns more than 10% of the outstanding common stock of the issuer.
 3. The reporting person is a managing member of Walton Enterprises, LLC, the limited liability company that owns the reported securities. The reporting person disclaims beneficial ownership of the reported securities held by the limited liability company except to the extent of her pecuniary interests therein.

Remarks:

/s/ Samuel A. Guess, By Power of Attorney 07/15/2004

** 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.