

**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>GLASS DAVID D</u> _____ (Last) (First) (Middle) <u>702 SOUTHWEST 8TH STREET</u> _____ (Street) <u>BENTONVILLE AR 72716</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WAL MART STORES INC [ WMT ]</u>	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>Chairman, Exec Com of Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/14/2004</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	05/14/2004	05/14/2004	M		129,180	A	\$11.4375	929,074	D	
Common Stock	05/14/2004	05/14/2004	M		132,128	A	\$11.75	1,061,202	D	
Common Stock	05/14/2004	05/14/2004	M		271,250	A	\$12	1,332,452	D	
Common Stock	05/14/2004	05/14/2004	F		254,107	D	\$55.06	1,078,345	D	
Common Stock								192,525 <sup>(1)(2)</sup>	I	By ESOP
Common Stock								500,000	I	LLC

**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
Stock Option	\$11.4375	05/14/2004	05/14/2004	M			129,180	01/31/1996	01/30/2005	Common Stock	129,180	\$11.4375	0.00	D	
Stock Option	\$11.75	05/14/2004	05/14/2004	M			132,128	11/17/1996	11/16/2005	Common Stock	132,128	\$11.75	0.00	D	
Stock Options	\$12	05/14/2004	05/14/2004	M			271,250	01/10/1998	01/09/2007	Common Stock	271,250	\$12	0.00	D	

**Explanation of Responses:**

- Effective in Oct 31, 2003, the Companys ESOP and 401k plan were merged into one plan.
- Filer is a participant of the Company Profit Sharing and 401k Plan. Due to stock price, and changes in the percentage of plan as sets, total shares credited may have decreased or increased.

**Remarks:**

/s/ David D. Glass

05/17/2004

\*\* 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.

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