

COUGHLIN THOMAS M
Form 4
December 30, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
COUGHLIN THOMAS M

2. Issuer Name and Ticker or Trading Symbol
WAL MART STORES INC [WMT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
702 SOUTHWEST 8TH STREET

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

Vice Chairman of the Board

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BENTONVILLE, AR 72716

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/29/2004	12/29/2004	M		17,150 A \$ 11.75		D
Common Stock	12/29/2004	12/29/2004	M		37,500 A \$ 12		D
Common Stock	12/29/2004	12/29/2004	M		49,180 A \$ 19.9688		D
Common Stock	12/29/2004	12/29/2004	M		23,604 A \$ 19.9688		D
Common Stock	12/29/2004	12/29/2004	M		41,910 A \$ 39.875		D

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Common Stock	12/29/2004	12/29/2004	M	24,655	A	\$ 50.7	540,747	D	
Common Stock	12/29/2004	12/29/2004	M	140,490	A	\$ 50.7	681,237	D	
Common Stock	12/29/2004	12/29/2004	M	52,366	A	\$ 51.92	733,603	D	
Common Stock	12/30/2004	12/30/2004	<u>F(1)</u>	9,728	D	\$ 12	723,875	D	
Common Stock	12/30/2004	12/30/2004	<u>F(1)</u>	4,476	D	\$ 11.75	719,399	D	
Common Stock	12/30/2004	12/30/2004	<u>F(1)</u>	3,559	D	\$ 39.875	715,840	D	
Common Stock	12/30/2004	12/30/2004	<u>F(1)</u>	423	D	\$ 50.7	715,417	D	
Common Stock	12/30/2004	12/30/2004	<u>F(1)</u>	4,946	D	\$ 19.968	710,471	D	
Common Stock	12/30/2004	12/30/2004	<u>F(1)</u>	2,410	D	\$ 50.7	708,061	D	
Common Stock	12/30/2004	12/30/2004	<u>F(1)</u>	10,304	D	\$ 19.968	697,757	D	
Common Stock	12/30/2004	12/30/2004	<u>F(1)</u>	499	D	\$ 51.92	697,258	D	
Common Stock	12/30/2004	12/30/2004	G V	350,510	D	\$ 53.35	346,748	D	
Common Stock							39,171	I	By ESOP
Common Stock							14,326	I	By Family LLC
Common Stock							29,637	I	By Gift Trust
Common Stock							220	I	By Irrevocable Trust
Common Stock							141,136	I	By Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 11.75	12/29/2004	12/29/2004	M		17,150		11/17/1996	11/16/2005	Common Stock	17,150
Stock Option	\$ 19.9687	12/29/2004	12/29/2004	M		49,180		01/15/1999	01/14/2008	Common Stock	49,180
Stock Option	\$ 39.875	12/29/2004	12/29/2004	M		41,910		01/14/2000	01/13/2009	Common Stock	41,910
Stock Option	\$ 51.92	12/29/2004	12/29/2004	M		52,366		01/09/2004	01/08/2013	Common Stock	52,366
Stock Options	\$ 12	12/29/2004	12/29/2004	M		37,500		01/10/1998	01/09/2007	Common Stock	37,500
Stock Options	\$ 50.7	12/29/2004	12/29/2004	M		140,490		03/08/2002	03/08/2011	Common Stock	140,490
Stock Options	\$ 50.7	12/29/2004	12/29/2004	M		24,655		03/08/2002	03/08/2011	Common Stock	24,655
Stock Options	\$ 19.9687	12/29/2004	12/29/2004	M		23,604		07/31/1999	07/31/2008	Common Stock	23,604

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COUGHLIN THOMAS M 702 SOUTHWEST 8TH STREET BENTONVILLE, AR 72716	X		Vice Chairman of the Board	

Signatures

/s/ Samuel A. Guess, By Power of Attorney

12/30/2004

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) These shares were withheld to pay taxes upon the exercise of stock options.

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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