#### Edgar Filing: McMillon C Douglas - Form 4

McMillon C Form 4	Douglas										
October 01,											
FORM	<b>14</b> UNITED	STATES	SECUI	RITIES A	AND EX	CHA	ANGE (	COMMISSION		APPROVAL	
		0111110		shington					Number:	3235-0287	
Check th if no lon subject t Section Form 4 o Form 5	ger o <b>STATEN</b> 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
obligatio may con <i>See</i> Instr 1(b).	tinue. Section 17(	a) of the I	Public U		ding Co	mpan	y Act of	e Act of 1934, f 1935 or Sectio 40	n		
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> McMillon C Douglas			Symbol	er Name <b>an</b> MART ST				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)		of Earliest T		-		(Chec	ck all applicab	le)	
702 S.W. 8	TH STREET		(Month/I 09/29/2	Day/Year) 2010				Director X Officer (give below) Execut		% Owner her (specify dent	
BENTONV	(Street) VILLE, AR 72716	-0215		endment, D nth/Day/Yea	-	al		6. Individual or Jo Applicable Line) _X_ Form filed by M Form filed by M Person	One Reporting F	Person	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secu	rities Acc	uired, Disposed o	f, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		ed Date, if	3. Transactic Code (Instr. 8) Code V	4. Securi or(A) or D (Instr. 3,	ties A ispose 4 and (A) or	cquired d of (D)	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)	
Common Stock	09/29/2010			M	9,444	A A	\$ 48.92	360,081.762	D		
Common Stock	09/29/2010			F	9,000 (1)	D	\$ 53.35	351,081.762 (2)	D		
Common Stock								1,410.6341 ( <u>3</u> )	I	By Profit Sharing & 401(k)	
Common Stock								5,194	Ι	By Wife as UGMA Custodian for	

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#### Children

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

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 control number.

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exer	cisable and	7. Title and A	Amount of	8. I
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof Derivative	Expiration D	ate	Underlying S	Securities	Der
Security	or Exercise		any	Code	Securities	(Month/Day/	Year)	(Instr. 3 and	4)	Sec
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired					(In
	Derivative				(A) or					
	Security				Disposed of					
	•				(D)					
					(Instr. 3, 4,					
					and 5)					
									Amount	
						Date	Expiration	m: 1	or	
						Exercisable	Date	Title	Number	
					(1)				of	
				Code V	(A) (D)				Shares	
Stock Option	\$ 48.92	09/29/2010		М	9,444	(4)	03/01/2011	Common Stock	9,444	

# **Reporting Owners**

Other
resident
re

## Signatures

/s/ Geoffrey W. Edwards, By Power of Attorney

\*\*Signature of Reporting Person

10/01/2010

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) Represents shares used to pay the exercise price and to satisfy tax withholding obligations upon the exercise of options to purchase 9,444 shares.
- (2) Balance adjusted to reflect shares acquired through the Wal-Mart Stores, Inc. 2004 Associate Stock Purchase Plan.
- (3) Balance adjusted to reflect shares acquired the Wal-Mart Stores, Inc. Profit Sharing and 401(k) Plan.

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(4) These options became exercisable in five equal annual installments beginning on March 2, 2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.