

WAL MART STORES INC
 Form 4
 July 01, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
BREWER ROSALIND G

(Last) (First) (Middle)
 702 S.W. 8TH STREET
 (Street)

BENTONVILLE, AR 72716-0215

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 06/29/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common | 06/29/2016 | | M | | 8,071 (1) \$ 48.32 | A | 285,749 D |
| Common | 06/29/2016 | | M | | 2,723 (1) \$ 47.26 | A | 288,472 D |
| Common | 06/29/2016 | | S | | 10,794 (2) \$ 71.65 | D | 277,678 D |

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

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number.

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 48.32 | 06/29/2016 | | M | 8,071 | ⁽³⁾ 10/14/2016 | Common Stock | 8,071 |
| Stock Option | \$ 47.26 | 06/29/2016 | | M | 2,723 | ⁽⁴⁾ 03/11/2017 | Common Stock | 2,723 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BREWER ROSALIND G 702 S.W. 8TH STREET BENTONVILLE, AR 72716-0215 | | | Executive Vice President | |

Signatures

/s/ Geoffrey W. Edwards, by power of attorney 07/01/2016

**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 acquired by the Reporting Person upon the exercise of stock options as reported in Table II of this Form 4. A portion of the proceeds from the sale of these shares was used to cover the exercise price and applicable tax withholding, fees, and commissions. The Reporting Person elected to receive the remainder of the proceeds of the sale of the resulting 10,794 shares in the form of cash. Therefore, there was no net increase or reduction in the Reporting Person's share ownership.
- (2) These shares were acquired by the Reporting Person upon the exercise of stock options as reported in Table II of this Form 4. A portion of the proceeds from the sale of these shares was used to cover the exercise price and applicable tax withholding, fees, and commissions. The Reporting Person elected to receive the remainder of the proceeds of the sale of the resulting 10,794 shares in the form of cash. Therefore, there was no net increase or reduction in the Reporting Person's share ownership.
- (3) These options became exercisable in five equal annual installments beginning on October 16, 2007.

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(4) These options became exercisable in five equal annual installments beginning on March 12, 2008.

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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