

WAL MART STORES INC
 Form 424B2
 March 24, 2009
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Filed pursuant to Rule 424(b)(2)
 SEC File No. 333-156724

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities	Maximum Aggregate	Amount of
to be Registered Debt Securities	Offering Price(1)(2) \$364,600,000	Registration Fee(3)(4) \$20,344.68

(1) Includes debt securities that may be offered and sold in the United States (including debt securities offered and sold by Wal-Mart Stores, Inc. (the Company) outside of the United States but which may be resold in the United States in transactions requiring registration under the Securities Act of 1933). Offers and sales of debt securities outside the United States are being made by the Company pursuant to Regulation S under the Securities Act of 1933 and are not covered by the Company's Registration Statement on Form S-3 (File No. 333-156724).

(2) The U.S. dollar equivalent of the maximum aggregate offering price has been calculated using exchange rate of U.S.\$1.4584 = £1.00 on March 19, 2009.

(3) Calculated in accordance with Rule 457(r) under the Securities Act of 1933.

(4) This Calculation of Registration Fee table shall be deemed to update the Calculation of Registration Fee table in the Company's Registration Statement on Form S-3 (File No. 333-156724) in accordance with Rules 456(b) and 457(r) under the Securities Act of 1933.

PROSPECTUS SUPPLEMENT

(To Prospectus dated January 14, 2009)

£1,000,000,000

Wal-Mart Stores, Inc.

5.625% Notes Due 2034

We are offering £1,000,000,000 aggregate principal amount of our 5.625% notes due 2034.

We will pay interest on the notes on March 27 and September 27 of each year, beginning on September 27, 2009. Interest will accrue from March 27, 2009. The notes will mature on March 27, 2034.

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The notes will be our senior unsecured debt obligations, will rank equally with our other senior unsecured indebtedness and will not be convertible or exchangeable.

We may, at our option, redeem the notes upon the occurrence of certain events relating to U.S. taxation as described under Description of the Notes Redemption upon Tax Event in this prospectus supplement.

	Per Note	Total
Public offering price	98.981%	£ 989,810,000
Underwriting discount	0.625%	£ 6,250,000
Proceeds, before expenses, to Wal-Mart Stores, Inc.	98.356%	£ 983,560,000

Application will be made to the Irish Stock Exchange (the Irish Stock Exchange) for the £1,000,000,000 aggregate principal amount of our 5.625% notes due 2034 to be admitted to the Official List (the Official List) and trading on its regulated market.

Neither the U.S. Securities and Exchange Commission nor any state securities commission in the United States has approved or disapproved of the notes or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

An investment in the notes is subject to certain risks. See Risk Factors on page S-8 of this prospectus supplement.

The underwriters expect to deliver the notes in book-entry form through the facilities of Clearstream Banking, société anonyme and Euroclear Bank S.A./N.V. on or about March 27, 2009.

Joint Book-Running Managers

Goldman Sachs International

Citi

HSBC

Credit Suisse

Morgan Stanley

The Royal Bank of Scotland

Co-Managers

**Banca IMI
Barclays Capital
Deutsche Bank
J.P. Morgan**

**Banco Bilbao Vizcaya Argentaria, S.A.
BNP PARIBAS
Dresdner Bank
Merrill Lynch International**

Mitsubishi UFJ Securities International plc
Santander Global Banking & Markets
Standard Chartered Bank
UBS Investment Bank
March 20, 2009

Mizuho International plc
Scotia Capital
TD Securities
Wachovia Securities

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You should rely on the information contained in this prospectus supplement and contained or incorporated by reference into the accompanying prospectus in evaluating, and deciding whether to make, an investment in the notes. No one has been authorized to provide you with different information. If this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on the information contained in this prospectus supplement.

The distribution of this prospectus supplement and the accompanying prospectus and the offering or sale of the notes in some jurisdictions may be restricted by law. Persons into whose possession this prospectus supplement and the accompanying prospectus come are required by us and the underwriters to inform themselves about and to observe any applicable restrictions. We are not offering the notes for sale or soliciting offers to purchase the notes, and this prospectus supplement and the accompanying prospectus may not be used for or in connection with an offer or solicitation by any person, in any jurisdiction in which that offer or solicitation is not authorized or to any person to whom it is unlawful to make that offer or solicitation. See Underwriting in this prospectus supplement.

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We accept responsibility for the information contained in this prospectus supplement and the accompanying prospectus. To the best of our knowledge and belief, the information contained in this prospectus supplement and the accompanying prospectus, including the information incorporated by reference in the accompanying prospectus, is in accordance with the facts and does not omit anything likely to affect the import of that information. This prospectus supplement and the accompanying prospectus may only be used in connection with the offering of the notes.

Notes being offered and sold outside the United States are being offered and sold in reliance upon Regulation S (Regulation S) under the U.S. Securities Act of 1933, as amended (the Securities Act). Notes being offered and sold in the United States (including any notes which are initially offered and sold outside the United States in reliance upon Regulation S, but which may be resold in the United States from time to time in the United States in transactions requiring registration under the Securities Act) are being offered and sold pursuant to the shelf registration statement under the Securities Act on file with the U.S. Securities and Exchange Commission (the SEC) of which this prospectus supplement and the accompanying prospectus are a part. This prospectus supplement and the accompanying prospectus relate to both notes being offered and sold in reliance upon Regulation S

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and notes being offered and sold pursuant to the registration statement of which this prospectus supplement and the accompanying prospectus are a part. See **Capitalization** and **Underwriting** in this prospectus supplement.

In this prospectus supplement, the terms **Wal-Mart**, **the Company**, **we**, **our** and **us** refer to Wal-Mart Stores, Inc. unless otherwise stated or unless the context otherwise requires. References herein to **\$** and **dollars** are to the currency of the United States of America. References herein to **£**, **pounds** and **pounds sterling** are to the currency of the United Kingdom.

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BASIS OF PREPARATION OF FINANCIAL INFORMATION

Our consolidated financial statements and the notes thereto and our other financial information included in this prospectus supplement or the accompanying prospectus and the documents incorporated by reference in the accompanying prospectus as described below under *Available Information* and under *Where You Can Find More Information* in the accompanying prospectus have been prepared in accordance with accounting principles generally accepted in the United States of America (*U.S. GAAP*).

AVAILABLE INFORMATION

In accordance with the rules of the SEC, we have incorporated by reference into the accompanying prospectus our reports listed in the accompanying prospectus under *Where You Can Find More Information* and certain other reports and documents that we have filed with the SEC after January 14, 2009. These reports include, among others, our Annual Report on Form 10-K for the fiscal year ended January 31, 2008, including specified information contained in our annual report to our shareholders for our fiscal year ended on January 31, 2008 and in our proxy statement relating to our Annual Shareholders Meeting held on June 6, 2008 that is incorporated by reference therein, a copy of which information is included in the exhibits to such Annual Report on Form 10-K or, in the case of the information in such proxy statement, is available on the SEC's website and our corporate website. Our Quarterly Reports on Form 10-Q for the quarters ended April 30, 2008, July 31, 2008 and October 31, 2008 and our Current Reports on Form 8-K filed on April 14, 2008, August 21, 2008, November 21, 2008, January 7, 2009, January 13, 2009, January 22, 2009, February 5, 2009 and March 9, 2009 are also incorporated by reference in the accompanying prospectus. See *Where You Can Find More Information* in the accompanying prospectus for information about obtaining access to or copies of those filings from the SEC or on our corporate website. Physical copies of this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference therein, will be available free of charge at the office in London of The Bank of New York Mellon, One Canada Square, London, E14 5AL, England, our paying agent and transfer agent with respect to the notes. In addition, certain of our debt securities are currently admitted to the Official List and to trading on its regulated market, and, accordingly, you may obtain access to, or physical copies of, the reports and other information concerning us that we have filed with the Irish Stock Exchange at its facilities or at the offices of The Bank of New York Mellon. See *Listing and General Information* in this prospectus supplement and *Where You Can Find More Information* in the accompanying prospectus.

In accordance with the regulations of the Financial Regulator, we have incorporated by reference into the accompanying prospectus our audited consolidated financial statements as of and for our fiscal years ended January 31, 2007 and 2008 and the accompanying notes thereto. Copies of those audited financial statements and the notes thereto and the reports of Ernst & Young LLP, an independent registered public accounting firm, as to their audit of those consolidated financial statements, as well as the documents incorporated by reference in the accompanying prospectus on or prior to the date of this prospectus supplement, have been provided to the Irish Stock Exchange.

No report, proxy statement or other filing of the Company that the Company files with the SEC after the date of this prospectus supplement shall be deemed incorporated by reference in this prospectus solely for purposes of the Prospectus Directive and Prospectus (Directive 2003/71/EC) Regulations 2005.

None of the information contained on our corporate website at www.walmartstores.com or any other website sponsored by us is a part of this prospectus supplement or the accompanying prospectus.

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STABILIZATION

IN CONNECTION WITH THE ISSUE OF THE NOTES, GOLDMAN SACHS INTERNATIONAL (IN THIS CAPACITY, THE STABILIZING MANAGER) (OR ANY PERSON ACTING FOR IT) MAY OVER-ALLOT NOTES (PROVIDED THAT THE AGGREGATE PRINCIPAL AMOUNT OF THE NOTES ALLOTTED DOES NOT EXCEED 105 PERCENT OF THE AGGREGATE PRINCIPAL AMOUNT OF ALL OF THE NOTES) OR EFFECT TRANSACTIONS WITH A VIEW TO SUPPORTING THE MARKET PRICE OF THE NOTES AT A LEVEL HIGHER THAN THAT WHICH MIGHT OTHERWISE PREVAIL. HOWEVER, THERE IS NO ASSURANCE THAT THE STABILIZING MANAGER (OR PERSONS ACTING ON BEHALF OF THE STABILIZING MANAGER) WILL UNDERTAKE ANY STABILIZATION ACTION. ANY STABILIZATION ACTION MAY BEGIN ON OR AFTER THE DATE ON WHICH ADEQUATE PUBLIC DISCLOSURE OF THE FINAL TERMS OF THE OFFER OF THE NOTES IS MADE, AND, IF BEGUN, MAY BE ENDED AT ANY TIME, BUT IT MUST END NO LATER THAN THE EARLIER OF 30 DAYS AFTER THE ISSUE OF THE NOTES AND 60 DAYS AFTER THE DATE OF THE ALLOTMENT OF THE NOTES.

ANY STABILIZATION ACTION COMMENCED WILL BE CARRIED OUT IN ACCORDANCE WITH APPLICABLE LAWS AND REGULATIONS.

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OVERVIEW

This overview does not contain all of the information concerning the offering of the notes that is important to you. You should read carefully this prospectus supplement, the accompanying prospectus and the documents incorporated by reference into the accompanying prospectus for more information concerning this offering, the notes and Wal-Mart Stores, Inc.

Issuer	Wal-Mart Stores, Inc.
Notes Offered	£1,000,000,000 aggregate principal amount of 5.625% notes due 2034.
Issue Price	98.981% of the principal amount of the notes.
Maturity	We will repay the notes at 100% of their principal amount plus accrued interest on March 27, 2034.
Interest Rate	5.625% per annum.
Interest Payment Dates	March 27 and September 27, beginning on September 27, 2009.
Currency of Payment	All payments of interest and principal, including any payments made upon any redemption of the notes, will be made in pounds sterling or, if the United Kingdom adopts the euro, in euro.
Calculation of Interest	Interest will be calculated on the basis of a 360-day year consisting of twelve 30-day months.
Ranking	The notes will be our senior unsecured debt obligations and will rank equally with our other senior unsecured indebtedness.
Form and Denomination	We will issue the notes in fully registered form in denominations of £50,000 and integral multiples of £1,000 in excess thereof. The notes will be represented by a global note. We will not issue certificated securities for the notes to you, except in the limited circumstances described under "Book-Entry Issuance - Certificated Debt Securities" in the accompanying prospectus. Beneficial interests in the global note will be shown on, and transfers of beneficial interests in the global note will be made only through, records maintained by Clearstream Banking, société anonyme ("Clearstream") and Euroclear Bank S.A./N.V. ("Euroclear"). Settlement of the notes will occur in same day funds.
Further Issuances	We may, without the consent of the holders of the notes, create and issue additional notes ranking equally with the notes that we are offering and otherwise

similar in all respects to the notes offered hereby so that those additional notes will be consolidated and form a single series with the notes offered hereby. No additional notes may be issued if an event of default under the indenture under which the notes will be issued has occurred and is continuing.

Additional Amounts

We will pay to beneficial owners of notes who are non-U.S. persons additional amounts in the event of deduction or withholding of taxes, assessments or other governmental charges imposed by the United States or any taxing authority thereof or therein, subject to the terms and limitations set forth under Description of the Debt Securities Payment of Additional Amounts in the accompanying prospectus.

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Redemption upon Tax Event	We may, at our option, redeem the notes upon the occurrence of certain events relating to U.S. taxation as described under Description of the Notes Redemption upon Tax Event in this prospectus supplement and under Description of the Debt Securities Redemption upon Tax Event in the accompanying prospectus.
Use of Proceeds	We will use the net proceeds from the sale of the notes for general corporate purposes.
Listing	We will apply to have the £1,000,000,000 aggregate principal amount of our 5.625% notes due 2034 admitted to the Official List and to trading on its regulated market. We may terminate the admission of the notes to the Official List and for trading on its regulated market in certain circumstances described under Risk Factors Market Risks in this prospectus supplement.
Trustee, Registrar, U.S. Paying Agent and U.S. Transfer Agent	The Bank of New York Mellon Trust Company, N.A.
London Paying Agent and Transfer Agent	The Bank of New York Mellon.
Ratings	As of the date of this prospectus supplement, our senior unsecured long-term debt obligations were rated AA by Standard & Poor's, Aa2 by Moody's Investors Service, AA by Fitch Ratings and AA by Dominion Bond Rating Service. We have applied for specific ratings for the notes and expect that the ratings for the notes will be the same as the ratings listed above. See Ratings in this prospectus supplement for more information regarding such ratings.
Governing Law	The notes will be, and the indenture is, governed by the laws of the State of New York, United States of America.
Date of Delivery of the Notes	We expect that delivery of the notes in book-entry form through the facilities of Clearstream and Euroclear will occur on or about March 27, 2009.

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RISK FACTORS

An investment in the notes may involve risks. Prior to deciding to purchase any notes, prospective investors should consider carefully all of the information set forth in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference into the accompanying prospectus. We discuss certain other risk factors relating to our business under Part I. Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended January 31, 2008, which is incorporated by reference into the accompanying prospectus.

Market Risks

The notes constitute a new issue of securities for which no established trading market exists. An active secondary market in the notes may not develop, and little or no demand for the notes may exist in any secondary market that may develop. Consequently, investors may not be able to sell their notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. Any illiquidity of the notes could have an adverse effect on the market value of the notes. It is not possible to predict with any certainty the price at which the notes will trade in any secondary market in the notes that may develop.

The underwriters have advised us that they or their respective affiliates may make a market in the notes, but they do not have any obligation to do so. Any underwriter or any affiliate of an underwriter conducting any market making activity in the notes may discontinue that activity at any time and without notice.

We will apply to have the notes admitted to the Official List and to have the notes admitted to trading on its regulated market. If the notes are admitted to the Official List and to trading on its regulated market, we may at any time terminate the admission of the notes to the Official List without the consent of the holders of the notes if (1) after exercising all reasonable efforts, we are unable to comply with the requirements for maintaining the admission of the notes to the Official List, (2) the maintenance of such admission of the notes is unduly burdensome or (3) we determine that the provisions of the European Union's Directive 2004/109/EC would make the maintenance of such admission unduly burdensome. In such an event, we will promptly use reasonable efforts to list the notes for trading on another securities exchange unless we are unable to comply with the listing requirements of any other securities exchange with respect to a listing of the notes or such other listing would place similarly burdensome requirements on us. In any such event, the notes may not be listed on any securities exchange.

Currency Conversion/Payments on the Notes

The initial investors in the notes will be required to pay for the notes in pounds sterling. Neither we nor the underwriters will be obligated to assist the initial investors in obtaining pounds sterling or in converting other currencies into pounds sterling to facilitate the payment of the purchase price for the notes.

All payments of interest on and the principal of the notes, any redemption price for, and any additional amounts with respect to, the notes will be made in pounds sterling or, if the United Kingdom adopts the euro, in euro. We, the underwriters, the trustee and the paying agents with respect to the notes will not be obligated to convert, or to assist any registered owner or beneficial owner of notes in converting, payments of interest, principal, any redemption price or any addition amount in pounds sterling made with respect to the notes into dollars or any other currency.

Foreign Exchange Risks

An investment in any security denominated in, and all payments with respect to which are to be made in, a currency other than the currency of the country in which an investor in notes resides or the currency in which an investor conducts its business or activities (the investor's home currency), entails significant risks not associated with a similar investment in a security denominated in the investor's home currency. In the case of the notes offered hereby, these risks may include the possibility of:

significant changes in rates of exchange between pounds sterling and the investor's home currency; and

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the imposition or modification of foreign exchange controls with respect to pounds sterling or the investor's home currency.

We have no control over a number of factors affecting the notes offered hereby and foreign exchange rates, including economic, financial and political events that are important in determining the existence, magnitude and longevity of these risks and their effects. Changes in foreign currency exchange rates between two currencies result over time from the interaction of many factors directly or indirectly affecting economic and political conditions in the countries issuing such currencies, and economic and political developments globally and in other relevant countries. Foreign currency exchange rates may be affected by, among other factors, rates of inflation, interest rate levels, the balance of payments, and the extent of governmental surpluses or deficits in various countries. All of these factors are, in turn, sensitive to the monetary, fiscal and trade policies pursued by the governments of various countries important to international trade and finance. Moreover, the current global economic crisis and the actions taken or to be taken by various national governments in response to the crisis could significantly affect the exchange rates between pounds sterling and the investor's home currency.

The exchange rates of an investor's home currency for pounds sterling and the fluctuations in those exchange rates that have occurred in the past are not necessarily indicative of the exchange rates or the fluctuations therein that may occur in the future. Depreciation of pounds sterling against the investor's home currency would result in a decrease in the investor's home currency equivalent yield on a note, in the investor's home currency equivalent of the principal payable at the maturity of that note and generally in the investor's home currency equivalent market value of that note. Appreciation of pounds sterling in relation to the investor's home currency would have the opposite effects.

The British government may, in the future, impose exchange controls and modify any exchange controls imposed, which controls could affect exchange rates as well as the availability of pounds sterling at the time of payment of principal of, interest on, or any redemption payment with respect to, the notes.

In no event will the notes be converted into notes denominated in dollars or, unless the United Kingdom adopts the euro, any other currency, nor will we be obligated to make any payment with respect to the notes in any currency other than pounds sterling unless the United Kingdom adopts the euro. If the United Kingdom adopts the euro, the notes will be converted into notes denominated in euro, and we will be obligated to make any payment of interest, principal or any redemption price with respect to the notes in euro. The exchange rate of the euro relative to other currencies and the exchange rate of the pound sterling relative to such other currencies are not linked. Historically, the exchange rates of the euro and of the pound sterling relative to any particular currency have not moved in parallel or otherwise closely tracked one another. As a result, if the notes were to become payable in the euro, the amount into which the proceeds of any payment with respect to the notes could be converted could be less or more than the amount into which an equivalent payment in pounds sterling could have been converted.

This description of foreign exchange risks does not describe all the risks of an investment in securities, including, in particular, the notes, that are denominated or payable in a currency other than an investor's home currency. You should consult your own financial and legal advisors as to the risks involved in an investment in the notes.

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WAL-MART STORES, INC.

We are the world's largest retailer, with total net sales of \$374.3 billion in our fiscal year ended January 31, 2008. We operate retail stores in various formats around the world, serving our customers primarily through the operation of three business segments:

our Walmart U.S. segment, which includes our supercenters, discount stores and Neighborhood Markets in the United States;

our International segment, which includes our operations outside of the United States and operates a variety of retail formats; and

our Sam's Club segment, which includes our warehouse membership clubs in the United States.

We currently operate in all 50 states of the United States, in Argentina, Brazil, Canada, Japan, Puerto Rico and the United Kingdom, and, through majority-owned subsidiaries, in Chile, Costa Rica, El Salvador, Guatemala, Honduras, Mexico and Nicaragua. We operate in China and India through joint ventures and through other controlled subsidiaries in China.

As of October 31, 2008, we operated in the United States:

2,601 supercenters;

899 discount stores;

150 Neighborhood Markets; and

599 Sam's Clubs.

As of October 31, 2008, we operated 24 units in Argentina, 328 units in Brazil, 310 units in Canada, 486 units in Central America, 393 units in Japan, 1,118 units in Mexico, 55 units in Puerto Rico, 351 units in the United Kingdom and, through joint ventures and controlled subsidiaries, 215 units in China. The units in those countries include various retail formats and, in Mexico, restaurants.

Wal-Mart Stores, Inc. is the parent company of, and conducts a substantial part of its operations through, a group of subsidiary companies, including Wal-Mart.com, Inc., Wal-Mart Central America, Wal-Mart de Mexico, S.A. de C.V., ASDA Group Limited, Sam's West, Inc., Sam's East, Inc., The Seiyu, Ltd., Wal-Mart Stores East, LP, Sam's Property Co., Wal-Mart Property Company, Wal-Mart Real Estate Business Trust and Sam's Real Estate Business Trust. The information presented above relates to our operations and our subsidiaries on a consolidated basis.

Wal-Mart Stores, Inc. was incorporated under the General Corporation Law of the State of Delaware, United States of America, on October 31, 1969, with registration number 0732109. We maintain our registered office in the State of Delaware at 1209 Orange Street, Wilmington, Delaware 19801.

Our principal executive offices are located at 702 Southwest 8th Street, Bentonville, Arkansas 72716, United States of America. Our telephone number is 1-479-273-4000, and the address of our corporate website is www.walmartstores.com.

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RECENT DEVELOPMENTS

On February 17, 2009, we announced our results of operations for fiscal year ended January 31, 2009 and for the fourth quarter of that fiscal year.

For the fiscal year ended January 31, 2009, we had net sales of \$401.2 billion, an increase of 7.2 percent over our net sales for the fiscal year ended January 31, 2008. Income from continuing operations for fiscal 2009 was \$13.3 billion, up 3.0 percent from income from continuing operations of \$12.9 billion in fiscal 2008. Our diluted earnings per share from continuing operations for fiscal 2009 were \$3.35, up from diluted earnings per share from continuing operations of \$3.16 reported for fiscal 2008.

For the fiscal quarter ended January 31, 2009, we had net sales of \$108.0 billion, an increase of 1.7 percent over our net sales for the fourth fiscal quarter of fiscal 2008. Our income from continuing operations for the fourth quarter of fiscal 2009 was \$3.8 billion, a decrease of 7.7 percent from the \$4.1 billion of income from continuing operations in the comparable quarter in fiscal 2008. Diluted earnings per share from continuing operations for the fourth quarter fiscal 2009 were \$0.96, down from diluted earnings per share from continuing operations of \$1.03 reported for the fourth quarter of fiscal 2008. Our income from continuing operations and diluted earnings per share in the fourth quarter of fiscal 2009 were negatively affected by charges from the previously disclosed settlement, which is subject to court approvals, of 63 U.S. class action wage and hour lawsuits of approximately \$255 million on an after-tax basis taken during the fourth quarter of fiscal 2009 and by unfavorable currency exchange rate fluctuations that had occurred since the comparable quarter in fiscal 2008.

In January 2009, we completed a tender offer for the shares of Distribución y Servicio D&S S.A. (D&S), Chile's largest grocer, acquiring approximately 58.2% of the D&S shares. D&S has 197 stores, 10 shopping centers and 85 financial services branches throughout Chile. The purchase price for such shares was \$1.55 billion. Assets recorded in the acquisition were approximately \$3.6 billion, including approximately \$1.0 billion of goodwill, liabilities assumed were approximately \$1.7 billion and minority interest was approximately \$395 million. The allocation of the purchase price is preliminary. We have granted each former D&S controlling shareholder a put option that is exercisable beginning in January 2011 through January 2016. During the exercise period, the put option allows each former controlling shareholder to require us to purchase any or all of their shares (approximately 40.1%) of D&S owned following the tender offer at the shares' fair market value at the time of an exercise. We have also made a tender offer to acquire the remaining shares of D&S that we do not own for a possible total purchase price of \$1.1 billion. That offer expires on March 25, 2009.

USE OF PROCEEDS

We estimate that the net proceeds from the sale of the notes will be approximately £983,400,000 (\$1,434,190,560 at the exchange rate of £1.00 = \$1.4584 on March 19, 2009, as announced by the Bank of England) after underwriting discounts and payment of the expenses of application for admission of the notes to the Official List and to trading on its regulated market and other transaction expenses.

We will use the net proceeds from the sale of the notes for general corporate purposes.

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The following table presents the consolidated capitalization of Wal-Mart Stores, Inc. and its subsidiaries at October 31, 2008 and as adjusted to give effect to (1) the offering and sale of the notes being offered hereby and (2) the issuance and sale of \$500 million of our 3.000% notes due 2014 and \$500 million of our 4.125% notes due 2019, which we issued and sold on January 23, 2009.

	October 31, 2008	
	Actual	As Adjusted
(in millions)		
Short-term debt		
Commercial paper	\$ 7,932	\$ 7,932
Long-term debt due within one year	4,753	4,753
Obligations under capital leases due within one year	314	314
Total short-term debt and capital lease obligations	12,999	12,999
Long-term debt		
5.625% notes due 2034		1,458
3.000% notes due 2014		500
4.125% notes due 2019		500
Other long-term debt	30,803	30,803
Long-term obligations under capital leases	3,268	3,268
Total long-term debt and capital lease obligations	34,071	36,529
Shareholders' equity		
Common stock and capital in excess of par value	4,219	4,219
Retained earnings	59,809	59,809
Accumulated other comprehensive income	1,511	1,511
Total shareholders' equity	65,539	65,539
Total debt and capital lease obligations and shareholders' equity	\$ 112,609	\$ 115,067

The amount in the as adjusted column of the above table for the notes being offered hereby is the dollar equivalent of the aggregate principal amount of those notes, translated from pounds sterling to dollars using the exchange rate of £1.00 = \$1.4584 on March 19, 2009, as announced by the Bank of England.

We are offering the substantial portion of the notes outside the United States. We may offer and sell up to the equivalent of \$364,600,000 aggregate principal amount of the notes in the United States (including any notes that are initially offered and sold outside the United States in reliance upon Regulation S, but which may be resold in the United States in transactions requiring registration under the Securities Act) pursuant to the shelf registration statement that we have on file with the SEC (Registration No. 333-156724) of which this prospectus supplement and the accompanying prospectus are a part. See Underwriting in this prospectus supplement. No limit exists on the additional debt securities that we may offer and sell under that shelf registration statement in the future.

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The following table presents selected financial data of Wal-Mart Stores, Inc. and its subsidiaries for the fiscal years specified and for the nine months ended October 31, 2008 and 2007.

	Nine Months Ended October 31,		Fiscal Years Ended January 31,				
	2008	2007	2008	2007 (in millions)	2006	2005	2004
Income Statement Data:							
Net sales	\$ 293,248	\$ 268,099	\$ 374,307	\$ 344,759	\$ 308,945	\$ 281,488	\$ 252,792
Cost of sales	223,557	205,073	286,350	263,979	237,649	216,832	195,922
Operating, selling, general and administrative expenses	56,513	50,984	70,174	63,892	55,724	50,178	43,877
Interest expense, net	1,408	1,254	1,794	1,529	1,180	980	825
Income from continuing operations	9,462	8,753	12,863	12,189	11,386	10,482	9,096
Net income	9,608	8,635	12,731	11,284	11,231	10,267	9,054

	As of October 31,		As of January 31,				
	2008	2007	2008	2007 (in millions)	2006	2005	2004
Balance Sheet Data:							
Current assets of continuing operations	\$ 52,831	\$ 50,995	\$ 47,053	\$ 46,489	\$ 43,473	\$ 37,913	\$ 33,548
Inventories	40,416	39,535	35,159	33,667	31,910	29,419	26,263
Property, equipment and capital lease assets, net	96,545	95,986	96,867	88,287	77,863	66,549	57,591
Total assets of continuing operations	167,581	164,910	162,547	150,658	135,758	117,139	102,455
Current liabilities of continuing operations	60,472	60,892	58,338	52,089	48,915	42,609	37,308
Long-term debt	30,803	30,070	29,799	27,222	26,429	20,087	17,088
Long-term obligations under capital leases	3,268	3,520	3,603	3,513	3,667	3,073	2,888
Shareholders' equity	65,539	63,082	64,608	61,573	53,171	49,396	43,623

The above selected financial data for fiscal years 2006, 2005 and 2004 have been restated to reflect the disposition of our South Korean and German operations that occurred in fiscal year 2007. The South Korean and German operations are presented as discontinued operations. The above selected financial data for fiscal years 2008, 2007 and 2006 have been restated to reflect the impact of Gazeley Limited, a former commercial property development subsidiary of ASDA Group Limited which was sold in July 2008, and the closure of approximately 23 stores and divestiture of other properties of The Seiyu, Ltd. in Japan in its restructuring program initiated in the third quarter of fiscal year 2009, as discontinued operations. See our Current Report on Form 8-K, dated January 13, 2009, which is incorporated by reference in the accompanying prospectus, for information relating to the sale of Gazeley Limited and the restructuring program for The Seiyu, Ltd., as well as the related accounting presentations for these discontinued operations.

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As of the date of this prospectus supplement, our long-term debt securities have the following ratings assigned to them by the rating organizations indicated below.

	Rating Organization	Rating
Standard & Poor's Rating Services		AA
Moody's Investors Service, Inc.		Aa2
Fitch Ratings		AA
DBRS		AA

Ratings do not constitute a recommendation to buy, sell or hold the debt securities of the company being rated or any series of debt securities assigned a specific rating. A rating organization may revise or withdraw its rating at any time.

The notes have been rated AA by Fitch Ratings and AA by DBRS. We have applied for specific ratings for the notes from Standard & Poor's Rating Services and Moody's Investors Service, Inc. and expect that the ratings for the notes will be the same as the ratings listed above.

EXCHANGE RATES

The table below sets forth, for the periods and dates indicated, information concerning the noon buying rate in New York City for cable transfers as announced by the U.S. Federal Reserve Bank of New York for periods prior to 2009 and, for periods and dates thereafter, by the United States Federal Reserve Board for pounds sterling (expressed in dollars per £1.00). The rates in this table are provided for your reference only.

Period	High	Low	Period Average (1)	Period End
2004	\$ 1.9482	\$ 1.7544	\$ 1.8330	\$ 1.9160
2005	1.9292	1.7138	1.8204	1.7188
2006	1.9794	1.7256	1.8434	1.9586
2007	2.1104	1.9235	2.0020	1.9843
2008	2.0311	1.4395	1.8545	1.4619
2009 (through March 13)	1.5254	1.3658	1.4343	1.3972
January 2009	\$ 1.5254	\$ 1.3658	\$ 1.4462	\$ 1.4413
February 2009	1.4936	1.4224	1.4422	1.4276
March 2009 (through March 13)	1.4142	1.3757	1.3956	1.3972

(1) The average of the noon buying rates on each day of the relevant year or period.
On March 19, 2009, the exchange rate was £1.00 = \$1.4584, as announced by the Bank of England.

Table of Contents**BOARD OF DIRECTORS AND EXECUTIVE OFFICERS OF WAL-MART****Directors**

The following persons are the members of our board of directors. The table sets forth their principal occupations. The business address for each director is 702 Southwest 8th Street, Bentonville, Arkansas 72716, United States of America.

Director	Principal Occupation
Aida M. Alvarez	Former Administrator of the U. S. Small Business Administration
James W. Breyer	A Partner of Accel Partners, a venture capital firm
M. Michele Burns	Chair of the Board and Chief Executive Officer of Mercer LLC, a global professional services and consulting company
James I. Cash, Jr., Ph.D	Retired James E. Robison Professor of Business Administration at Harvard Business School
Roger C. Corbett	Retired Chief Executive Officer and Group Managing Director of Woolworth Ltd., an Australian retailer
Douglas N. Daft	Retired Chairman and Chief Executive Officer of The Coca-Cola Company, a beverage manufacturer
Michael T. Duke	President and Chief Executive Officer of Wal-Mart Stores, Inc.
David D. Glass	Former President and Chief Executive Officer of Wal-Mart Stores, Inc.
Gregory B. Penner	A General Partner of Madrone Capital Partners, an investment management firm
Allen I. Questrom	Former Chairman and Chief Executive Officer of J.C. Penney Corporation, Inc., a retailer
H. Lee Scott, Jr.	Chairman of the Executive Committee of the Board of Directors of Wal-Mart Stores, Inc. and former President and Chief Executive Officer of Wal-Mart Stores, Inc.
Arne M. Sorenson	Executive Vice President and Chief Financial Officer of Marriott International, Inc., an international operator of hotels, and President of Continental European Lodging
Jim C. Walton	Chairman and Chief Executive Officer of Arvest Bank Group, Inc., a group of banks
S. Robson Walton	Chairman of the Board of Wal-Mart Stores, Inc.
Christopher J. Williams	Chairman of the Board and Chief Executive Officer of The Williams Capital Group, L.P., an investment bank
Linda S. Wolf	Former Chairman and Chief Executive Officer of Leo Burnett Worldwide, Inc., an advertising agency and a division of Publicis Groupe, S.A.

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Executive Officers

The following are our executive officers (as defined in the SEC's Rule 3b-7) as of the date of this prospectus supplement. The business address for each executive officer is 702 Southwest 8th Street, Bentonville, Arkansas 72716, United States of America.

S. Robson Walton	Chairman of the Board
Michael T. Duke	President and Chief Executive Officer
Eduardo Castro-Wright	Vice Chairman, Wal-Mart Stores, Inc., Responsible for Walmart U.S. Division
C. Douglas McMillon	Executive Vice President, President and Chief Executive Officer, International Division
H. Lee Scott, Jr.	Chairman of the Executive Committee of the Board of Directors
M. Susan Chambers	Executive Vice President, People Division
Leslie A. Dach	Executive Vice President, Corporate Affairs and Governmental Relations
Rollin L. Ford	Executive Vice President and Chief Information Officer
Thomas D. Hyde	Executive Vice President, Legal, Compliance, Ethics and Corporate Secretary
Thomas M. Schoewe	Executive Vice President and Chief Financial Officer
Steven P. Whaley	Senior Vice President and Controller

As of the date of this prospectus supplement, we were not aware of any potential conflicts of interests between the duties that our directors and executive officers owed to us, on the one hand, and their private interests or the duties owed by any of them to any other person, on the other.

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DESCRIPTION OF THE NOTES

The following description of the terms and conditions of the notes supplements the description of the more general terms and conditions of Wal-Mart's debt securities contained in the accompanying prospectus.

The notes will be issued under and pursuant to the indenture dated as of July 19, 2005, as supplemented, between us and The Bank of New York Mellon Trust Company, N.A., as trustee. The notes will be issued in registered book-entry form without interest coupons in denominations of £50,000 and integral multiples of £1,000 in excess thereof. The notes will constitute our senior unsecured debt obligations and will rank equally among themselves and with all of our existing and future senior unsecured debt.

The notes will mature on March 27, 2034. Unless previously redeemed or purchased and cancelled, we will repay the notes at 100% of their principal amount, together with accrued and unpaid interest thereon at maturity. We will pay principal of and interest on the notes in pounds sterling or, solely if the United Kingdom adopts the euro, in euro.

The notes will be initially issued in an aggregate principal amount of £1,000,000,000. We may, without the consent of the holders of the notes, create and issue additional notes ranking equally with and otherwise similar in all respects to the notes (except for the public offering price and the issue date) so that those additional notes will be consolidated and form a single series with the notes that we are offering hereby. No additional notes may be issued if an event of default under the indenture has occurred and is continuing.

The notes will bear interest from March 27, 2009 at the annual interest rate specified on the cover page of this prospectus supplement. Interest on each note will be payable semi-annually in arrears on March 27 and September 27 of each year, beginning on September 27, 2009, to the person in whose name the note is registered at the close of business on the immediately preceding March 15 or September 15, as the case may be. Interest on the notes will be computed on the basis of a 360-day year consisting of twelve 30-day months.

We will pay to beneficial owners of notes who are non-U.S. persons additional amounts in the event of deduction or withholding of taxes, assessments or other governmental charges imposed by the United States or any taxing authority thereof or therein, subject to the terms and limitations set forth under Description of the Debt Securities Payment of Additional Amounts in the accompanying prospectus. Any additional amounts will be paid in pounds sterling or, if the United Kingdom adopts the euro, in euro.

The notes will be redeemable at our option, as described below. The notes will not be subject to a sinking fund and will not be convertible or exchangeable.

The notes will be subject to defeasance as described in the accompanying prospectus.

If any interest payment date for the notes would otherwise be a day that is not a business day, then the interest payment date will be postponed to the following date that is a business day. Interest will not accrue as a result of any delayed payment. The term business day means any day, other than a Saturday or Sunday, that is neither a legal holiday nor a day on which banking institutions are generally authorized or required by law or regulation to close in The City of New York or London.

If, prior to the maturity of the notes, the United Kingdom adopts the euro as its lawful currency in accordance with the Treaty Establishing the European Communities, as amended from time to time, the notes will be re-denominated into euro, and the regulations of the European Commission relating to the euro shall apply to the notes. The circumstances and consequences described in this paragraph will not entitle us, the trustee under the indenture or any holder of the notes to redeem early, rescind or receive notice relating to the notes, repudiate the terms of the notes or the indenture, raise any defense, request any compensation or make any claim, nor will these circumstances and consequences affect any of our other obligations under the notes or the indenture.

Notices to holders of the notes will be mailed to such holders. Any notice shall be deemed to have been given on the date of mailing and publication or, if published more than once, on the date of first

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publication. So long as the notes are represented by a global security deposited with The Bank of New York Mellon, as the common depository (the Common Depository) for Clearstream and Euroclear, notices to holders may be given by delivery to Clearstream and Euroclear, and such notices shall be deemed to be given on the date of delivery to Clearstream and Euroclear. The trustee will mail notices by first-class mail, postage prepaid, to each registered holder's last known address as it appears in the security register that the trustee maintains. The trustee will only mail these notices to the registered holder of the notes. You will not receive notices regarding the notes directly from us unless we reissue the notes to you in fully certificated form.

The trustee will publish any notices regarding the notes in a daily newspaper of general circulation in The City of New York and in London. If the notes are admitted to the Official List and to trading on its regulated market, the trustee will publish notices regarding the notes in a daily newspaper of general circulation in Dublin, Ireland for so long as such publication is required pursuant to the Prospectus Directive or the rules of the Irish Stock Exchange. We expect that publication will be made in The City of New York in *The Wall Street Journal*, in London in the *Financial Times* and in Dublin, Ireland in the *Irish Times*. If publication in Dublin, Ireland is not practical, the trustee will publish these notices in an English language newspaper of general circulation elsewhere in Europe. Published notices will be deemed to have been given on the date they are published or, if published more than once, on the date of first publication. If publication as described above becomes impossible, the trustee may publish sufficient notice by alternate means that approximate the terms and conditions described in this paragraph.

The Bank of New York Mellon Trust Company, N.A. is the trustee under the indenture governing the notes (as successor-in-interest to J.P. Morgan Trust Company, National Association). The Bank of New York Mellon Trust Company, N.A. is a national banking association organized under and governed by the laws of the United States of America, and provides trust services and acts as indenture trustee for numerous corporate securities issuances, including for other series of debt securities of which we are the issuer. The Bank of New York Mellon will be the principal paying agent and the transfer agent for the notes in London.

The notes will be, and the indenture is, governed by the laws of the State of New York, United States of America.

The Company will make application for admission of the notes to the Official List and to trading on its regulated market, through its listing agent, Arthur Cox Listing Services Limited. Arthur Cox Listing Services Limited is acting solely in its capacity as listing agent for Wal-Mart Stores, Inc. in connection with the notes and is not itself seeking admission of the notes to the Official List or to trading on its regulated market for the purposes of the Prospectus Directive. The notes will not be listed for trading on any other securities exchange except in the circumstances described under Risk Factors Market Risks in this prospectus supplement.

Redemption upon Tax Event

We may redeem the notes if certain tax-related events occur as described under Description of the Debt Securities Redemption upon Tax Event in the accompanying prospectus. For purposes of such redemption right, the date of this prospectus supplement will be deemed to be the date of the prospectus supplement relating to the first offer of debt securities of that series as that phrase is used in Description of the Debt Securities Redemption upon Tax Event in the accompanying prospectus. If we redeem the notes as a result of a tax event as described in the accompanying prospectus and the notes are admitted to the Official List and to trading on its regulated market, we will publish a notice of the redemption in Dublin, Ireland. The redemption price paid for the notes upon any such redemption will be paid in pounds sterling or, if the United Kingdom adopts the euro, in euro.

Prescription

Under New York law, any legal action to enforce our payment obligations evidenced by the notes must be commenced within six years after payment is due. Thereafter, our payment obligations will generally become unenforceable.

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Replacement of the Notes

If any mutilated note is surrendered to the trustee, we will execute and the trustee will authenticate and deliver a new note of the same series and principal amount in exchange for such mutilated note. If the trustee and we receive evidence to our satisfaction of the destruction, loss or theft of any note and any security or indemnity required by it and us, then we shall execute, and the trustee shall authenticate and deliver, in lieu of such destroyed, lost or stolen note, a new note of the same series and principal amount. All expenses associated with issuing the new note shall be borne by the owner of the mutilated, destroyed, lost or stolen note.

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BOOK-ENTRY ISSUANCE

The notes will be represented by a global security that will be registered in the name of the Common Depositary for Clearstream and Euroclear or its nominee. We will not issue certificated securities to you for the notes you purchase except in the limited circumstances described below and in the accompanying prospectus under **Book-Entry Issuance Certificated Debt Securities**. Investors may hold book-entry interests in the global note through organizations that participate, directly or indirectly, in Clearstream, Euroclear or both. Book-entry interests in the notes and all transfers relating to the notes will be reflected in the book-entry records of Clearstream and Euroclear. The address of Clearstream is 42 Ave JF Kennedy, L-1855 Luxembourg, Luxembourg, and the address of Euroclear is 1 Boulevard Roi Albert II, B-1210 Brussels, Belgium.

The global note will be issued to the Common Depositary for Clearstream and Euroclear. Beneficial interests in the global note will be shown on, and transfers of beneficial interests in the global note will be made only through, records maintained by Clearstream or Euroclear and their participants. When you purchase notes through the Clearstream or Euroclear systems, the purchases must be made by or through a direct or indirect participant in the Clearstream or Euroclear system, as the case may be. The participant will receive credit for the notes that you purchase on Clearstream's or Euroclear's records, and, upon its receipt of such credit, you will become the beneficial owner of those notes. Your ownership interest will be recorded only on the records of the direct or indirect participant in Clearstream or Euroclear, as the case may be, through which you purchase the notes and not on Clearstream's or Euroclear's records. Neither Clearstream nor Euroclear, as the case may be, will have any knowledge of your beneficial ownership of the notes. Clearstream's or Euroclear's records will show only the identity of the direct participants and the amount of the notes held by or through those direct participants. You will not receive a written confirmation of your purchase or sale or any periodic account statement directly from Clearstream or Euroclear. You should instead receive those documents from the direct or indirect participant in Clearstream or Euroclear through which you purchase the notes. As a result, the direct or indirect participants are responsible for keeping accurate account of the holdings of their customers. The trustee will wire payments on the notes to the Common Depositary as the holder of the global note. The trustee and we will treat the Common Depositary or any successor nominee to the Common Depositary as the owner of the global note for all purposes. Accordingly, the trustee, any paying agent and we will have no direct responsibility or liability to pay amounts due with respect to the global note to you or any other beneficial owners in the global note. Any redemption or other notices with respect to the notes will be sent by us directly to Clearstream or Euroclear, which will, in turn, inform the direct participants (or the indirect participants), which will then contact you as a beneficial holder, all in accordance with the rules of Clearstream or Euroclear, as the case may be, and the internal procedures of the direct participant (or the indirect participant) through which you hold your beneficial interest in the notes. None of the notes may be held through, no trades of the notes will be settled through, and no payments with respect to the notes will be made through, The Depository Trust Company in the United States of America.

Any secondary market trading of book-entry interests in the notes will take place through participants in Clearstream and Euroclear and will settle in same-day funds. Owners of book-entry interests in the notes will receive payments relating to their notes in pounds sterling.

Additional information concerning book-entry procedures, as well as Clearstream and Euroclear, is set forth under **Book-Entry Issuance** in the accompanying prospectus.

Certificated Notes

As noted above, the global note will be exchanged for definitive notes only as described under **Book-Entry Issuance Certificated Debt Securities** in the accompanying prospectus. In the event that we issue certificated securities under the limited circumstances described under **Book-Entry Issuance Certificated Debt Securities** in the accompanying prospectus and the notes are admitted to the Official List and to trading on its regulated market at that time, then holders of certificated securities may transfer their notes in whole or in part upon the surrender of the certificate to be transferred, together with a completed and executed assignment form endorsed on the definitive note, at, as the case may be, the office of the transfer agent in London or at the offices of the transfer agent in The City of New York. Copies of this assignment form may be obtained at, as the case may be, the office of the transfer agent in London, or at the offices of the transfer agent in The City of New York. Each time

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that we transfer or exchange a new note in certificated form for another note in certificated form, and after a transfer agent receives a completed assignment form, we will make available for delivery the new definitive note at, as the case may be, the office of the transfer agent in London or at the offices of the transfer agent in The City of New York. Alternatively, at the option of the person requesting the transfer or exchange, we will mail, at that person's risk, the new definitive note to the address of that person that is specified in the assignment form. In addition, if we issue notes in certificated form and the notes are admitted to the Official List at that time, then we will make payments of principal of, interest on and any other amounts payable under the notes to holders in whose names the notes in certificated form are registered at the close of business on the record date for these payments. If the notes are issued in certificated form, we will make payments of principal and any redemption payments against the surrender of these certificated notes at, as the case may be, the office of the paying agent in London or at the offices of the paying agent in The City of New York. We will make payments to holders of notes by check delivered to the addresses of the holders as their addresses appear on our register or by transfer to an account maintained by that holder with a bank located in the United Kingdom.

Unless and until we issue the notes in fully certificated, registered form,

you will not be entitled to receive a certificate representing your interest in the notes;

all references in this prospectus supplement or in the accompanying prospectus to actions by holders will refer to actions taken by the Common Depositary on behalf of Clearstream or Euroclear upon instructions from their direct participants; and

all references in this prospectus supplement or in the accompanying prospectus to payments and notices to holders will refer to payments and notices to the Common Depositary, as the registered holder of the notes, for distribution to you in accordance with its policies and procedures.

Certain U.S. Federal Income Tax Documentation Requirements

As discussed under "U.S. Federal Income Tax Considerations—Consequences to Non-United States Holders—U.S. Federal Withholding Tax" in the accompanying prospectus, a beneficial owner of notes who is a non-United States holder directly or indirectly holding notes through Clearstream or Euroclear will be subject to the 30% U.S. withholding tax that generally applies to payments of interest on registered on registered debt issued by U.S. corporations (such as the Company), unless (1) each clearing system, bank or other financial institution holds customers' notes in the ordinary course of its trade or business in the chain of intermediaries between such beneficial owner and the U.S. entity required to withhold such U.S. tax complies with the applicable certification requirements described under "U.S. Federal Withholding Tax" in the accompanying prospectus and (2) such beneficial owner files one of the United States Internal Revenue forms and certificates described under "U.S. Federal Withholding Tax" in the accompanying prospectus. To obtain an exemption from (or a reduction in the rate of) the 30% U.S. withholding tax, the beneficial owner of a note must file the appropriate form and, if required, certificate with the person through whom it holds its beneficial interest in the notes, and the intermediary must, in turn, provide a copy of the form to us or our paying agent.

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UNITED KINGDOM TAX CONSEQUENCES TO HOLDERS

The following is a summary of the material United Kingdom tax aspects as of the date of this prospectus supplement in relation to acquiring, holding or disposing of the notes. This summary relates only to the position of persons who are the absolute beneficial owners of the notes and may not apply to certain classes of persons such as dealers and holders who are connected with us for relevant tax purposes. For a discussion of material U.S. federal income tax consequences of the ownership of the notes, see "U.S. Federal Income Tax Considerations" in the accompanying prospectus, including the discussion under "Foreign Currency Debt Securities" therein.

This discussion is not intended to constitute a complete analysis of all tax consequences relating to the acquisition, ownership or disposition of the notes under the laws of the United Kingdom. Prospective purchasers or holders of the notes should consult their own tax advisers concerning the tax consequences of owning notes under the laws of the United Kingdom and the laws of any other tax jurisdiction as this summary is not tax advice.

Withholding Tax on Interest Paid

Interest paid on the notes may be paid without withholding or deduction for or on account of United Kingdom income tax except in circumstances where such interest has a United Kingdom source ("U.K. Interest").

Payments of U.K. Interest may be made without withholding or deduction for or on account of United Kingdom income tax if the notes in respect of which the U.K. Interest is paid carry a right to interest and are listed on a "recognized stock exchange" within the meaning of section 1005 of the United Kingdom Income Tax Act 2007. The Irish Stock Exchange is a recognized stock exchange for these purposes and so interest may be paid on the notes without withholding or deduction for or on account of United Kingdom income tax for so long as the notes continue to be admitted to the Official List and to trading on its regulated market.

The United Kingdom HM Revenue & Customs has powers to require any person in the United Kingdom paying or crediting interest in the ordinary course of its business on our behalf to provide information to the United Kingdom HM Revenue & Customs in respect of the interest paid or credited and certain details relating to the holder of notes. In certain circumstances, the United Kingdom HM Revenue & Customs may be entitled to exchange such information with the tax authorities of other jurisdictions. Interest for this purpose includes any amount to which a person holding a "deeply discounted security" is entitled upon redemption of that security.

Taxation of Noteholders

United Kingdom Corporation Tax Payers

Noteholders within the charge to United Kingdom corporation tax will be liable to United Kingdom corporation tax on any interest, profits, returns or other gains on, or fluctuations in value of, the notes (and be entitled to obtain relief for permitted losses). Any such profits (including interest) or permitted losses will generally be chargeable (or allowable, as appropriate) for each accounting period on an authorized accruals or mark to market basis, in accordance with noteholders' statutory accounts. For such noteholders, the "accrued income scheme" (described below) will not apply to such a note.

Other United Kingdom Taxpayers Taxation of Chargeable Gains

The notes will constitute "qualifying corporate bonds" within the meaning of section 117 of the United Kingdom Taxation of Chargeable Gains Act 1992. Accordingly, neither a chargeable gain nor an allowable loss will arise on a disposal or redemption of the notes for the purposes of United Kingdom taxation of chargeable gains.

Accrued Income Scheme

A disposal of a note by a noteholder (other than a noteholder within the charge to corporation tax in respect thereof as described above under "United Kingdom Corporation Tax Payers") resident or ordinarily resident in the United Kingdom or who carries on a trade in the United Kingdom for the purposes of which the note is used or held may give rise to a charge to United Kingdom income tax in

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respect of the interest on the note which has accrued since the preceding interest payment date, under the provisions of the accrued income scheme. Noteholders are advised to consult their own professional advisers for further information about the accrued income scheme in general. Noteholders should note that, in December 2004, the United Kingdom HM Revenue & Customs announced that the accrued income scheme is to be reformed following a period of consultation. It is not currently known whether or in what form any changes arising from the consultations will be enacted and it is possible that, when any changes are created, they may affect the taxation treatment described in this paragraph.

Stamp Duty

No United Kingdom stamp duty or stamp duty reserve tax is payable on the issue, transfer by delivery or redemption of a note.

EU Directive on the Taxation of Savings Income

EU Council Directive 2003/48/EC of June 3, 2003 on the taxation of savings income took effect on July 1, 2005. Under this directive, Member States of the European Union are required to provide to the tax authorities of other Member States details of payments of interest and other similar income paid by a person within its jurisdiction to an individual resident in another Member State, except that for a transitional period, Belgium, Luxembourg and Austria are instead required to operate a withholding system unless during that period they elect otherwise (the ending of such transitional period being dependent upon the conclusion of certain other agreements relating to information exchange with certain other countries and territories). A number of non-European Union countries and territories, including Switzerland, have agreed to adopt similar measures in substantially the same circumstances as envisaged by this directive (a withholding system in the case of Switzerland). Holders of the notes who are individuals should note that, should any payment in respect of the notes be subject to withholding imposed as a consequence of this directive or under the equivalent legislation, no additional amounts would be payable by us pursuant to the provisions described under Description of the Debt Securities Payment of Additional Amounts in the accompanying prospectus.

Table of Contents**UNDERWRITING**

Goldman Sachs International, Citigroup Global Markets Limited, HSBC Bank plc, Credit Suisse Securities (Europe) Limited, Morgan Stanley & Co. International plc and The Royal Bank of Scotland plc are acting as joint book-running managers of the offering of the notes and as representatives of the underwriters named below. Subject to the terms and conditions of the underwriting agreement and the related pricing agreement entered into among the underwriters and us, the underwriters named below have severally agreed to purchase from us the principal amount of notes set forth opposite their name below:

Underwriters	Principal Amount of Notes
Goldman Sachs International	£ 140,000,000
Citigroup Global Markets Limited	140,000,000
HSBC Bank plc.	140,000,000
Credit Suisse Securities (Europe) Limited	140,000,000
Morgan Stanley & Co. International plc	140,000,000
The Royal Bank of Scotland plc	140,000,000
Banca IMI S.p.A.	10,000,000
Banco Bilbao Vizcaya Argentaria, S.A.	10,000,000
Banco Santander, S.A.	10,000,000
Barclays Bank PLC	10,000,000
BNP PARIBAS	10,000,000
Deutsche Bank AG, London Branch	10,000,000
Dresdner Bank AG, London Branch	10,000,000
J.P. Morgan Securities Ltd.	10,000,000
Merrill Lynch International	10,000,000
Mitsubishi UFJ Securities International plc	10,000,000
Mizuho International plc	10,000,000
Scotia Capital Inc.	10,000,000
Standard Chartered Bank	10,000,000
The Toronto Dominion Bank, London Branch	10,000,000
UBS Limited	10,000,000
Wachovia Securities International Limited	10,000,000
Total	£ 1,000,000,000

The underwriting agreement and the pricing agreement provide that the obligations of the several underwriters to purchase the notes included in this offering are subject to approval of certain legal matters by counsel and to certain other conditions. The underwriters are obligated to purchase all the notes if they purchase any of the notes.

We have been advised by the underwriters that they propose to offer the notes initially at the price set forth on the cover page of this prospectus supplement. After the offering of the notes is completed, the underwriters may change the offering price and other selling terms.

In connection with the offering, Goldman Sachs International, on behalf of the underwriters, may engage in certain transactions that stabilize the price of the notes, subject to applicable laws and regulations. See "Stabilization" in this prospectus supplement. These transactions may consist of bids or purchases for the purpose of pegging, fixing or maintaining the price of the notes. If Goldman Sachs International creates a short position in the notes in connection with the offering by selling a larger principal amount of notes than as set forth on the cover page of this prospectus supplement, Goldman Sachs International may reduce that short position by purchasing notes in the open market. In general, purchases of a security for the purpose of stabilization or to reduce a short position could cause the price of the security to be higher than it might otherwise be in the absence of such purchases. Neither the underwriters nor we can make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the notes. In addition, neither the underwriters nor we make any representation that the underwriters will engage in such transactions, or that such transactions, once begun, will not be discontinued without notice.

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The underwriters and their affiliates may, from time to time, in the ordinary course of business provide, and have provided in the past, investment or commercial banking services and/or advisory services to us and our affiliates. The Royal Bank of Scotland plc and affiliates of Goldman Sachs International, Citigroup Global Markets Limited and Credit Suisse Securities (Europe) Limited are dealers in one or more of our euro-denominated and dollar-denominated commercial paper programs. Each of the underwriters or an affiliate thereof is a lender to us.

We will pay transaction expenses relating to the offering of the notes and our application to have the notes admitted to the Official List and to trading on its regulated market, estimated to be approximately \$225,000, which are in addition to the underwriting discounts appearing on the cover page of this prospectus supplement.

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act and to contribute to payments the underwriters may be required to make in respect of any of these liabilities.

Notes being offered and sold outside the United States are being offered and sold in reliance upon Regulation S under the Securities Act. Notes being offered and sold in the United States (including any notes which are initially offered and sold outside the United States in reliance upon Regulation S, but which may be resold in the United States from time to time in transactions requiring registration under the Securities Act) are being offered and sold pursuant to the shelf registration statement under the Securities Act on file with the SEC of which this prospectus supplement and the accompanying prospectus are a part. See Capitalization in this prospectus supplement. The notes being sold in reliance on Regulation S may not be offered and sold in the United States or to U.S. persons except pursuant to the registration statement of which this prospectus supplement and the accompanying prospectus are a part or pursuant to an available exemption from the registration requirements of the Securities Act. The underwriters have agreed that all offers and sales of the notes prior to the end of a 40-day distribution compliance period following the date on which the notes are first offered to persons in reliance on Regulation S will be made only in accordance with Rule 903 of the SEC under the Securities Act or pursuant to the registration statement of which this prospectus supplement and the accompanying prospectus are a part. This prospectus supplement and the accompanying prospectus relate to both notes being offered and sold in reliance upon Regulation S and notes being offered and sold pursuant to the registration statement of which this prospectus supplement and the accompanying prospectus are a part.

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), each underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date) it has not made and will not make an offer of the notes to the public in that Relevant Member State prior to the publication of a prospectus in relation to the notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that it may, with effect from and including the Relevant Implementation Date, make an offer of the notes to the public in that Relevant Member State at any time:

- (a) to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;
- (b) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than 43,000,000 and (3) an annual net turnover of more than 50,000,000, as shown in its last annual or consolidated accounts;
- (c) to fewer than 100 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the representatives for any such offer; or
- (d) in any other circumstances which do not require the publication by us of a prospectus pursuant to Article 3 of the Prospectus Directive.

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For purposes of this provision, the expression an offer of the notes to the public in relation to any notes in any Relevant Member State means the communication in any form and by any means of

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sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe the notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression Prospectus Directive means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

Each underwriter has represented and agreed that:

(a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (FSMA)) received by it in connection with the issue or sale of the notes in circumstances in which Section 21(1) of the FSMA does not apply to us; and

(b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the notes in, from or otherwise involving the United Kingdom.

Each underwriter has represented and agreed that the notes will not be offered or sold by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap. 32, Laws of Hong Kong), or (ii) to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a prospectus within the meaning of the Companies Ordinance (Cap. 32, Laws of Hong Kong), and no advertisement, invitation or document relating to the notes will be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to notes which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

The notes have not been and will not be registered under the Securities and Exchange Law of Japan (the Securities and Exchange Law) and each underwriter has represented and agreed that it will not offer or sell any securities, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Securities and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

Each underwriter has represented and agreed that this prospectus supplement and the accompanying prospectus has not been registered as a prospectus with the Monetary Authority of Singapore, and accordingly, this prospectus supplement and the accompanying prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the notes will not be circulated or distributed, nor will the notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), (ii) to a relevant person, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is: (a) a corporation (which is not an accredited investor), the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries rights and interest in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the notes under Section 275 of the SFA except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the

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conditions, specified in Section 275 of the SFA; (2) where no consideration is given for the transfer; or (3) by operation of law.

Each underwriter has represented and agreed that: (a) it will not underwrite the issue of, or place the notes, otherwise than in conformity with the provisions of the European Communities (Markets in Financial Instruments) Regulations 2007 (Nos. 1 to 3, including, without limitation, Regulations 7 and 152 thereof or any codes of conduct issued in connection therewith, and the provisions of the Investor Compensation Act 1998; (b) it will not underwrite the issue of, or place, the notes, otherwise than in conformity with the provisions of the Central Bank Acts 1942 - 1999 (as amended) and any codes of conduct rules made under Section 117(1) of the Central Bank Act 1989; (c) it will not underwrite the issue of, or place, or do anything in Ireland in respect of the notes otherwise than in conformity with the provisions of the Prospectus (Directive 2003/71/EC) Regulations 2005 and any rules issued under Section 51 of the Investment Funds, Companies and Miscellaneous Provisions Act 2005, by the Financial Regulator; and (d) it will not underwrite the issue of, place or otherwise act in Ireland in respect of the notes, otherwise than in conformity with the provisions of the Market Abuse (Directive 2003/6/EC) Regulations 2005 and any rules issued under Section 34 of the Investment Funds, Companies and Miscellaneous Provisions Act 2005 by the Financial Regulator.

Each underwriter has represented and agreed that it has not offered, sold or delivered and will not offer, sell or deliver any of the notes directly or indirectly or distribute this prospectus supplement and the accompanying prospectus or any other offering material relating to the notes in or from any jurisdiction except under circumstances that will result in compliance with the applicable laws and regulations thereof and that will not impose any obligations on us except as set forth in the underwriting agreement and the pricing agreement.

In the case of any underwriter that is not registered in the United States as a broker-dealer, it will not effect any sales of the notes in the United States or will do so only through one or more U.S. registered broker-dealers in accordance with the U.S. Securities Exchange Act of 1934 and as permitted by the rules of the U.S. Financial Industry Regulatory Authority.

Although application will be made to the Irish Stock Exchange to have the notes admitted to the Official List and to trading on its regulated market, the notes constitute a new issue of securities with no established trading market. No assurance can be given as to the liquidity of, or the trading markets for, the notes. We have been advised by the underwriters that they intend to make a market in the notes, but they are not obligated to do so and may discontinue such market-making at any time without notice. See Risk Factors Market Risks in this prospectus supplement.

Purchasers of the notes may be required to pay stamp taxes and other charges in accordance with the laws and practices of the country of purchase in addition to the issue price set forth on the cover page hereof. Neither we nor the underwriters will be obligated to reimburse a purchaser for any such stamp taxes or other charges so paid by the purchaser.

The underwriters expect to deliver the notes against payment on or about the date specified in the last paragraph of the cover page of this prospectus supplement, which is the fifth business day following the date of this prospectus supplement. Under Rule 15c6-1 of the SEC under the U.S. Securities Exchange Act of 1934, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, if any purchaser wishes to trade the notes on the date of this prospectus supplement or on the subsequent day, it will be required, by virtue of the fact that the notes initially will settle on the fifth business day following the date of this prospectus supplement, to specify an alternate settlement cycle at the time of any such trade to prevent a failed settlement.

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VALIDITY OF THE NOTES

The validity of the notes under the laws of the State of New York and the federal law of the United States will be passed on for us by Andrews Kurth LLP, Dallas, Texas, and for the underwriters by Simpson Thacher & Bartlett LLP, New York, New York.

LISTING AND GENERAL INFORMATION

Application will be made to have the notes admitted to the Official List and to trading on its regulated market. We estimate that we will incur expenses of approximately 2,940 relating to the admission of the notes to the Official List and to trading on its regulated market.

We have obtained all necessary consents, approvals and authorizations in connection with the issuance and performance of the notes. Resolutions authorizing the issue and sale of the notes were adopted by the executive committee of our board of directors effective as of March 20, 2009.

This prospectus supplement dated March 20, 2009, together with the accompanying prospectus dated January 14, 2009, constitute a prospectus for the purpose of the Prospectus Directive. This prospectus supplement is not, and should not be deemed to be, a supplement to the prospectus for purposes of Article 16 of the Prospectus Directive or Regulation 51 or 52 of Prospectus (Directive 2003/71/EC) Regulations 2005.

Copies of this prospectus supplement and the accompanying prospectus will be available free of charge at the office in London of The Bank of New York Mellon, our paying agent and transfer agent for the notes in London, which is located at One Canada Square, London, E14 5AL, England, and at our principal executive offices, which are located at 702 Southwest 8th Street, Bentonville, Arkansas 72716, United States of America. In addition, copies, in physical format, of the annual reports on Form 10-K and quarterly reports on Form 10-Q that we file with the SEC may be obtained free of charge at our principal executive offices. Those documents may also be reviewed in electronic format at our website at www.walmartstores.com.

For the life of this prospectus supplement and the accompanying prospectus under the Prospectus Directive, copies of the following documents will be available, in physical format, for inspection at the office in London of The Bank of New York Mellon, our paying agent and transfer agent for the notes in London, and at our principal executive offices:

the Restated Certificate of Incorporation and the Amended and Restated By-laws of Wal-Mart Stores, Inc., each as amended to date;

all documents that are incorporated by reference in the accompanying prospectus through the date of this prospectus supplement, including our Annual Report on Form 10-K for the fiscal year ended January 31, 2008 as filed with the SEC, our Quarterly Reports on Form 10-Q for the quarters ended April 30, 2008, July 31, 2008 and October 31, 2008 and our Current Reports on Form 8-K filed on April 14, 2008, August 21, 2008, November 21, 2008, January 7, 2009, January 13, 2009, January 22, 2009, February 5, 2009 and March 9, 2009;

the audited consolidated annual financial statements of Wal-Mart Stores, Inc. for the fiscal years ended January 31, 2007 and 2008, including the notes thereto and the report of Ernst & Young LLP, an independent registered public accounting firm, regarding their audit of those consolidated financial statements;

the indenture, including a supplemental indenture thereto;

the series term certificate establishing the terms of the notes under the indenture; and

the form of global note.

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Except as disclosed in this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference in the accompanying prospectus, no material adverse change has occurred in our consolidated financial position or results of operation since January 31, 2008. Except as disclosed in this prospectus supplement and the accompanying prospectus, including the information incorporated by reference in the accompanying prospectus, there has been no significant change in the financial or trading position of Wal-Mart Stores, Inc. since January 31, 2008.

Our Annual Reports on Form 10-K filed with the SEC and our annual reports to our shareholders include our audited consolidated annual financial statements as of the dates and for the periods identified in those reports, which financial statements were prepared in accordance with U.S. GAAP. Our Quarterly Reports on Form 10-Q filed with the SEC include our unaudited condensed financial statements as of the dates and for the periods identified in those reports. Ernst & Young LLP, an independent registered public accounting firm, which audits our consolidated financial statements, is registered as an independent registered public accounting firm with the Public Company Accounting Oversight Board in the United States of America. See **Experts** in the accompanying prospectus.

We have updated certain financial information as of and for the fiscal years ended January 31, 2008, 2007 and 2006, as of and for the three months ended April 30, 2008 and 2007 and as of and for the three months and six months ended July 31, 2008 and 2007 to reflect the effects of the reclassification as discontinued of the operations of Gazeley Limited, a former commercial property development subsidiary of ASDA Group Limited in the United Kingdom, and the cost associated with a restructuring program of The Seiyu, Ltd., our Japanese subsidiary. Such updated financial information is set forth in our Current Report on Form 8-K, dated January 13, 2009, which is incorporated by reference into the accompanying prospectus.

Except as disclosed in our Annual Report on Form 10-K for our fiscal year ended January 31, 2008 and our Quarterly Report on Form 10-Q for the quarter ended October 31, 2008, neither we nor any of our subsidiaries are subject to any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which we are aware) which may have, or have had during the recent past, a significant effect on our consolidated financial position, results of operations or profitability.

The notes have been accepted for clearance through Clearstream and Euroclear and have been assigned the following identification numbers:

ISIN Number
XS0419834931

Common Code
041983493

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PROSPECTUS

WAL-MART STORES, INC.

DEBT SECURITIES

This prospectus relates to our offer and sale of our debt securities of one or more different series from time to time. The debt securities of each series we may offer pursuant to this prospectus will have terms and conditions distinct from the terms and conditions of each other series of our debt securities. We will determine the terms and conditions of each series of debt securities when we first offer debt securities of that series.

We describe in this prospectus certain terms and conditions of the debt securities we may offer. For each offering of debt securities, we will provide a prospectus supplement describing the specific terms and conditions of the debt securities of each series being offered to the extent those terms and conditions are not described, or differ from the terms and conditions described, in this prospectus. The applicable prospectus supplement will describe:

the principal amount of the debt securities being offered;

the price or prices at which the debt securities are being offered to the public;

the currency in which the debt securities are denominated;

the maturity date of the debt securities;

the interest rate or rates for the debt securities, which may be fixed or variable;

the dates on which we will pay the principal of and premium, if any, and interest on the debt securities;

any redemption provisions of the debt securities in addition to those we describe in this prospectus; and

whether we will list the debt securities for trading on any securities or stock exchange.

The applicable prospectus supplement may also contain other important information concerning our company, the debt securities being offered and the offering, including tax consequences of an investment in those debt securities other than those described in this prospectus. Information in the applicable prospectus supplement or that we incorporate by reference in this prospectus may supplement, update or change other information contained or incorporated by reference in this prospectus.

We discuss risk factors relating to our company in filings we make with the SEC, including under **Risk Factors in our most recently filed Annual Report on Form 10-K. The prospectus supplement relating to a particular offer of debt securities may discuss certain risks of investing in those debt securities. You should carefully consider these risk factors and risks before deciding to purchase any debt**

securities.

Neither the Securities and Exchange Commission nor any state securities commission or other regulatory body has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is January 14, 2009.

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ABOUT THIS PROSPECTUS

This prospectus forms part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission using the automatic shelf registration process afforded to well-known seasoned issuers as described in Rule 405 under the Securities Act of 1933. Under the automatic shelf registration statement, we may offer and sell, from time to time, in one or more offerings debt securities as described in this prospectus and in an applicable prospectus supplement. No limit exists on the aggregate amount of the debt securities we may sell pursuant to the registration statement.

For further information about our company, our business, our financial performance and the debt securities, you should refer to the registration statement and its exhibits. Some of the exhibits to that registration statement are incorporated by reference to other filings we have made with the SEC, including the indenture under which any debt securities offered by this prospectus will be issued and certain other important documents. We have summarized certain terms of the indenture in this prospectus, but that summary may not contain all of the information you may want regarding the indenture's terms. Consequently, you should review the full text of the indenture.

We urge you to read carefully both this prospectus and the applicable prospectus supplement, together with the information incorporated herein by reference as described under the heading "Where You Can Find More Information," before deciding if you will invest in any debt securities that we may offer pursuant to this prospectus. As you read this prospectus, please remember that the specific terms and conditions of the debt securities described in the applicable prospectus supplement will supplement and may, in certain instances, modify or replace the general terms and conditions of the debt securities described in this prospectus. You should read carefully the particular terms of the debt securities described in the applicable prospectus supplement. If differences exist between the information relating to those debt securities contained in the applicable prospectus supplement and similar information contained in this prospectus, the information in the applicable prospectus supplement will control. Consequently, certain of the statements made in this prospectus may not apply to the debt securities of a particular series.

We are not offering the debt securities in any jurisdiction in which the offer is not permitted.

In this prospectus and the applicable prospectus supplement, unless otherwise specified, the terms "we," "us," "our" and "our company" refer to Wal-Mart Stores, Inc. and its consolidated subsidiaries. The term "applicable prospectus supplement" refers to the prospectus supplement accompanying this prospectus by which we offer specific debt securities in a particular offering.

You should rely only on the information contained or incorporated by reference in this prospectus and in the applicable prospectus supplement. We have not authorized anyone to provide you with any inconsistent information.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the Securities and Exchange Commission. Our filings with the SEC are available to the public on the SEC's website at <http://www.sec.gov>. Those filings are also available to the public on our corporate website at <http://www.walmartstores.com>. The information contained on our corporate website or any other website maintained by us is not part of this prospectus, any prospectus supplement or the registration statement of which this prospectus is a part. You may also read and copy any document we file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You can also obtain copies of these documents at prescribed rates by writing to the Public Reference Section of the SEC at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the SEC's Public Reference Room by calling the SEC at 1-800-SEC-0330. Our SEC filings are also available at the office of the New York Stock Exchange. For information on obtaining copies of public filings at the New York Stock Exchange, you should call 212-656-5060.

As permitted by the SEC's rules, we incorporate by reference into this prospectus information contained in certain documents we file with the SEC, which means we disclose to you important information concerning us by referring you to those documents that we have incorporated by reference. Those documents that we are incorporating by reference into this prospectus form an important part of this prospectus.

We incorporate by reference into this prospectus the documents listed below and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 so long as the registration statement of which this prospectus is a part remains effective.

Our Annual Report on Form 10-K for our fiscal year ended January 31, 2008.

Our Quarterly Reports on Form 10-Q for our fiscal quarters ended April 30, 2008, July 31, 2008 and October 31, 2008.

Our Current Reports on Form 8-K filed with the SEC on April 14, 2008, August 21, 2008, November 21, 2008, January 7, 2009 and January 13, 2009.

The information contained in this prospectus will be updated and supplemented by the information contained in certain filings we make with the SEC in the future, including our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, that are incorporated by reference in this prospectus. The information contained in those filings will be considered to be part of this prospectus and will automatically update and supersede, as appropriate, the information contained in this prospectus and in the filings previously filed with the SEC that are incorporated by reference into this prospectus. Please note that we will not incorporate by reference into this prospectus any information furnished under either Item 2.02 or Item 7.01 of any Current Report on Form 8-K that we furnish to the SEC after the date of this prospectus unless, and only to the extent, specified in that report. We may file one or more Current Reports on Form 8-K specifically in connection with a particular offering of debt securities pursuant to this prospectus to incorporate by reference in this prospectus information concerning our company, the terms and conditions of the debt securities being offered or the specific terms of that offering of debt securities. When we use the term "prospectus" in this prospectus or in any applicable prospectus supplement, we are referring to this prospectus as updated and supplemented by all information incorporated by reference in this prospectus from our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K as described above, as well as from the other filings and documents incorporated by reference in this prospectus as described above.

You can obtain any of our filings incorporated by reference into this prospectus through us, from the SEC or from the New York Stock Exchange as noted above. We will provide to you a copy of any or all of the filings incorporated by reference in this prospectus, as well as a copy of the indenture and any other agreements referred to in this prospectus, free of charge. To request a copy of any such filing or other document, you should write or call: Wal-Mart Stores, Inc., 702 S.W. 8th Street, Bentonville, Arkansas 72716, Attention: Investor Relations, Telephone: (479) 273-8446.

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**CAUTIONARY STATEMENT REGARDING
FORWARD-LOOKING STATEMENTS AND INFORMATION**

This prospectus, the applicable prospectus supplement and the filings incorporated by reference into this prospectus may include or incorporate by reference certain statements that may be deemed to be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Those forward-looking statements may address activities, events or developments as to our business, our plans and objectives for our operations or our financial performance that we expect or anticipate will or may occur in the future, including:

our business strategy;

the amount, nature and allocation of our future capital expenditures;

the expansion and growth of our business, including the opening of additional units in the United States and in international markets;

the conversion of our Walmart discount stores into supercenters and relocation of existing units;

the remodeling of existing units or special projects at existing units;

expansion and other development trends of the retail industry;

our ability to integrate newly acquired operations into our existing operations;

our pricing strategy;