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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

---

**1. Name and Address of Reporting Person**

Lore Marc E.

221 RIVER STREET, 8TH FLOOR  
HOBOKEN, NJ 07030

---

**2. Issuer Name and Ticker or Trading Symbol**

**WAL MART STORES INC [ WMT]**

---

**3. Date of Earliest Transaction (MM/DD/YYYY)**

9/19/2016

---

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Number of Securities Acquired (A) or Disposed of (D)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>9/19/2016</td>
<td>A</td>
<td>3554093</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

---

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<table>
<thead>
<tr>
<th>Title of Derivate Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D)</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title of Derivative Security</th>
<th>Price of Derivative Security</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

---

**Explanation of Responses:**

(The Reporting Person was granted restricted stock units (the "RSUs") providing for the issuance of 3,554,093 shares of Common Stock in connection with, and in consideration of, the Issuer's acquisition of Jet.com, Inc. and the Reporting Person becoming an employee and executive officer of the Issuer. The shares of the Common Stock underlying the RSUs will vest according to the following vesting schedule, subject to the Reporting Person's continued employment by the Issuer through each vesting date: (1) 10% on September 19, 2017; (2) 1.25% per month for the 12 months between September 19, 2017 and September 19, 2018; (3) 1.67% per month for the 12 months between September 19, 2018 and September 19, 2019; (4) 2.08% per month for the 12 months between September 19, 2019 and September 19, 2020; and (5) 2.5% per month for the 12 months between September 19, 2020 and September 19, 2021.

**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Lore Marc E.</td>
<td>Executive Vice President</td>
</tr>
</tbody>
</table>

---

**Signatures**

/s/ Jennifer F. Rudolph, by power of attorney  
9/21/2016

**Signature of Reporting Person**

---

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control
number.