

WAL MART STORES INC
Form SC 13G
February 08, 2008

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

**OMB APPROVAL
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SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 27)*

WAL-MART STORES, INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

931142-10-3
(CUSIP Number)

12/31/07
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

X Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the

Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

CUSIP No. 931142-10-3

13G

1. NAMES OF REPORTING PERSONS.

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only).

Estate of Helen R. Walton

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) X

(b) _____

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5. SOLE VOTING POWER	0**
	6. SHARED VOTING POWER	1,680,506,739**
	7. SOLE DISPOSITIVE POWER	0**
	8. SHARED DISPOSITIVE POWER	1,680,506,739**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,680,506,739**

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.96%

12. TYPE OF REPORTING PERSON (See Instructions)

OO

** For additional information, see Schedule A and the footnotes thereto.

CUSIP No. 931142-10-3

13G

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only).

S. Robson Walton

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) X

(b) _____

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

NUMBER OF
SHARES

2,877,534**

BENEFICIALLY
OWNED BY
EACH

6. SHARED VOTING POWER

1,684,945,230**

REPORTING
PERSON
WITH:

7. SOLE DISPOSITIVE POWER

2,819,213**

8. SHARED DISPOSITIVE POWER

1,684,945,230**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,687,822,764**

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

42.14%

12. TYPE OF REPORTING PERSON (See Instructions)

IN

** For additional information, see Schedule A and the footnotes thereto.

CUSIP No. 931142-10-3

13G

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Estate of John T. Walton

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) X

(b) _____

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

NUMBER OF
SHARES

2,174**

BENEFICIALLY

6. SHARED VOTING POWER

OWNED BY

1,680,506,739**

EACH

REPORTING

7. SOLE DISPOSITIVE POWER

PERSON

2,174**

WITH:

8. SHARED DISPOSITIVE POWER

1,680,506,739**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,680,508,913**

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

41.96%

12. TYPE OF REPORTING PERSON (See Instructions)

OO

** For additional information, see Schedule A and the footnotes thereto.

CUSIP No. 931142-10-3

13G

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Jim C. Walton

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) X

(b) _____

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

NUMBER OF SHARES 10,484,183**

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

6. SHARED VOTING POWER

1,682,585,830**

7. SOLE DISPOSITIVE POWER

10,484,183**

8. SHARED DISPOSITIVE POWER

1,682,585,830**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,693,070,013**

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

42.28%

12. TYPE OF REPORTING PERSON (See Instructions)

IN

** For additional information, see Schedule A and the footnotes thereto.

CUSIP No. 931142-10-3

13G

1. NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (entities only)

Alice L. Walton

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) X

(b) _____

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH:

6,985,152**

6. SHARED VOTING POWER

1,684,396,462**

7. SOLE DISPOSITIVE POWER

6,985,152**

8. SHARED DISPOSITIVE POWER

1,684,396,462**

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,691,381,614**

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES (See Instructions)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

42.23%

12. TYPE OF REPORTING PERSON (See Instructions)

IN

** For additional information, see Schedule A and the footnotes thereto.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Schedule 13G

Item 1.

- (a) Name of Issuer.

Wal-Mart Stores, Inc.

- (b) Address of Issuer's Principal Executive Offices.

702 S.W. 8th Street
Bentonville, Arkansas 72716

Item 2.

- (a) Names of Persons Filing.

Estate of Helen R. Walton;
S. Robson Walton;
Estate of John T. Walton;
Jim C. Walton; and
Alice L. Walton;

- (b) Address of Principal Business Offices, or, If none, Residence.

The principal business office of each person named in Item 2(a) above is P.O. Box 1860, Bentonville, Arkansas 72712.

- (c) Citizenship.

Each individual filing this Schedule 13G is a citizen of the United States. Each estate filing this Schedule 13G is the estate of a decedent who was a citizen of the United States.

- (d) Title of Class of Securities.

Common Stock.

- (e) CUSIP Number.

931142-10-3

Item 3. If this statement is filed pursuant to Rule 240.13d-1(b) or 240.13d-2(b) or (c), check whether person filing is a:

- (a) _____ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) _____ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c)
- (c) _____ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) _____ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) _____ An investment adviser in accordance with Rule 240.13d-1(b)(1)(ii)(E);
- (f) _____ An employee benefit plan or endowment fund in accordance with Rule 240.13d-1(b)(1)(ii)(F);
- (g) _____ A parent holding company or control person in accordance with Rule 240.13d-1(b)(1)(ii)(G);
- (h) _____ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) _____ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) _____ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(J).

Not applicable.

Item 4. Ownership

- (a) Amount Beneficially Owned:

See Schedule A hereto.

- (b) Percent of Class:

See Schedule A hereto.

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote _____.
- (ii) Shared power to vote or to direct the vote _____.
- (iii) Sole power to dispose or to direct the disposition of _____.
- (iv) Shared power to dispose or to direct the disposition of _____.

Instruction. For computations regarding securities which represent a right to acquire an underlying security *see* rule 240.13d-3(d)(1).

See Schedule A. hereto.

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ____ .

Instruction: Dissolution of a group requires a response to this item.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of an employee benefit plan, pension fund or endowment fund is not required.

Not applicable.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to Rule 240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 240.13d-1(c) or Rule 240.13d-1(d), attach an exhibit stating the identity of each member of the group.

The identity of each member of the group is disclosed on the cover pages attached hereto.

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

Not applicable.

Item 10. **Certification.**

(a) The following certification shall be included if the statement is filed pursuant to rule 240.13d-1(b):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Not applicable.

(b) The following certification shall be included if the statement is filed pursuant to Rule 240.13d-1(c):

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 08, 2008