

WAL MART STORES INC  
Form 8-K  
July 30, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

CURRENT REPORT

PURSUANT TO SECTION 13 or 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): July 27, 2012

**Wal-Mart Stores, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other Jurisdiction  
of Incorporation)

**001-06991**  
(Commission  
File Number)

**71-0415188**  
(IRS Employer  
Identification No.)

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**702 S.W. 8th Street**  
**Bentonville, Arkansas 72716**  
**(Address of principal executive offices) (Zip code)**  
**Registrant's telephone number, including area code:**

**(479) 273-4000**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 27, 2012, the Board of Directors (the Board) of Wal-Mart Stores, Inc. (Walmart) appointed Timothy P. Flynn as a director of Walmart. In addition, Mr. Flynn was appointed to the Audit Committee of the Board. There is no arrangement or understanding between Mr. Flynn and any other persons or entities pursuant to which Mr. Flynn was appointed as a director.

Upon his appointment to the Board, Mr. Flynn became entitled to a prorated portion of the non-management directors' compensation for the term ending on the date of Walmart's 2013 Annual Shareholders Meeting. The components of Walmart's non-management director compensation were disclosed in Walmart's proxy statement dated April 16, 2012 relating to the Annual Shareholders Meeting held on June 1, 2012. As part of his non-management director compensation, on July 27, 2012, Mr. Flynn received a prorated stock award in the amount of 1,988 shares of Walmart common stock. Mr. Flynn will also receive a prorated portion of the remaining \$60,000 of the annual retainer payable to non-management directors, which will be paid quarterly through the 2013 Annual Shareholders Meeting, and which he may elect to take in cash or Walmart common stock, defer in stock units, defer in an interest bearing account, or receive in any combination thereof.

A copy of the press release announcing Mr. Flynn's appointment to the Board is attached as Exhibit 99.1 to this current report on Form 8-K and incorporated herein.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

99.1 Press Release dated July 30, 2012, announcing appointment of Timothy P. Flynn to the Board

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: July 30, 2012

WAL-MART STORES, INC.

By: /s/ Gordon Y. Allison  
Gordon Y. Allison  
Vice President and General Counsel, Corporate

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Exhibit Name</b>   |
|--------------------|---|
| 99.1               | Press Release dated July 30, 2012 announcing appointment of Timothy P. Flynn to the Board |