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WAL MART STORES INC
Form 8-K
March 12, 2002

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):
March 11, 2002 (March 4, 2002)

Wal-Mart Stores, Inc.

(Exact name of registrant as specified in its charter)

Delaware -----	001-06991 -----	71-0415188 -----
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

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

Item 5. Other Events.

On March 11, 2002, Wal-Mart Stores, Inc. (the "Company") completed the sale to J.P. Morgan Securities Inc. of \$500,000,000 aggregate principal amount of the Company's 4.15% Notes Due 2005 (the "Notes"), pursuant to the Pricing Agreement, dated as of March 4, 2002 (the "Pricing Agreement"), between the Company and J.P. Morgan Securities Inc. (and acknowledged by Wal-Mart Cayman (Euro) Finance Co., a Cayman Islands exempted company; Wal-Mart Cayman (Canadian) Finance Co., a Cayman Islands exempted company, Wal-Mart Cayman (Sterling) Finance Co., a Cayman Islands exempted company (collectively, the "Finance Subsidiaries")). The Pricing Agreement incorporates by reference the terms of that certain Underwriting Agreement, dated as of July 26, 2001, by and between the Company, the Finance Subsidiaries and the underwriters named therein. The series of Notes was created and established, and the terms and

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conditions of the series of Notes were established by action of the Company and an authorized officer of the Company pursuant to and in accordance with the Indenture, dated as of July 5, 2001, between the Company and the Finance Subsidiaries as Issuers, the Company as the Guarantor of any Debt Securities issued by any of the Finance Subsidiaries and Bank One Trust Company, NA, as Trustee (the "Indenture"). The terms of the Notes are as set forth in the Indenture and in the form of Notes. The Notes were delivered in the form of two global notes representing the Notes issued and sold (the "Global Notes"). Copies of the Pricing Agreement and the Underwriting Agreement, as well as the form of the Global Notes, are attached as exhibits to this Current Report on Form 8-K. Also attached to the Current Report on Form 8-K is a Series Terms Certificate, as contemplated by the Indenture, which evidences the establishment of certain terms and conditions of the Notes in accordance with the Indenture.

- Item 7. Financial Statements and Exhibits.
- (c) Exhibits
 - 1(a) Underwriting Agreement, dated as of July 26, 2001, by and among the Company, the Finance Subsidiaries and the underwriters named therein.
 - 1(c) Pricing Agreement, dated as of March 4, 2002, between the Company and J.P. Morgan Securities Inc. (and acknowledged by the Finance Subsidiaries).
 - 4(a) Series Terms Certificate for Wal-Mart Stores, Inc. 4.15% Notes Due 2005.
 - 4(c) Form of Global Note representing the Wal-Mart Stores, Inc. 4.15% Notes Due 2005.
 - 5 Hughes & Luce, LLP Legality Opinion

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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 thereunto duly authorized.

Dated: March 11, 2002

WAL-MART STORES, INC.

By: /s/ H. Lee Scott

Name: H. Lee Scott
Title: President
and Chief Executive Officer

INDEX TO EXHIBITS

Exhibit Number -----	Description -----
1(a)	Underwriting Agreement, dated as of July 26, 2001 by and among the Company, the Finance Subsidiaries and the underwriters named therein.
1(c)	Pricing Agreement, dated as of March 4, 2002, between the Company and J.P. Morgan Securities Inc. (and acknowledged by the Finance Subsidiaries)
4(a)	Series Terms Certificate for Wal-Mart Stores, Inc. 4.15% Notes Due 2005.
4(c)	Form of Global Note representing the Wal-Mart Stores, Inc. 4.15% Notes Due 2005.
5	Hughes & Luce, LLP Legality Opinion.