

WAL MART STORES INC  
Form 8-K  
September 27, 2005

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# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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## FORM 8-K

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### CURRENT REPORT

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

Date of Report (Date of earliest event reported): September 21, 2005

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## Wal-Mart Stores, Inc.

(Exact name of registrant as specified in its charter)

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

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

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

702 S.W. 8th Street

Bentonville, Arkansas 72716

(Address of principal executive offices) (Zip code)

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Registrant's telephone number, including area code: (479) 273-4000

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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))
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**Item 8.01. Other Events.**

Wal-Mart Stores, Inc. (the Company) and Citigroup Global Markets Inc. (the Underwriter), have entered into a Pricing Agreement, dated September 21, 2005 (the Pricing Agreement), pursuant to which, subject to the satisfaction of the conditions set forth therein, the Company has agreed to sell to the Underwriter, and the Underwriter has agreed to purchase from the Company, \$1,500,000,000 aggregate principal amount of the Company's Floating Rate Notes due 2007 (the Notes). The Pricing Agreement incorporates by reference the terms and conditions of an Underwriting Agreement, dated August 8, 2005 (the Underwriting Agreement), by and between the Company and, as to the issuance and sale of the Notes, the Underwriter.

The Company and the Underwriter intend to consummate the sale and purchase of the Notes pursuant to the Pricing Agreement on September 28, 2005. The Underwriter is offering the notes from time to time for sale in negotiated transactions, or otherwise, at varying prices to be determined at the time of each sale. The Underwriter has agreed to purchase the notes from us at 100% of their principal amount (\$1,500,000,000 of proceeds to us), subject to the terms and conditions in the Underwriting Agreement between the Underwriter and us. We estimate that the net proceeds to the Company from the sale of the Notes, after expenses of the sale of the Notes, will be \$1,499,875,000.

The Notes constitute the Company's newly created series of Floating Rate Notes Due 2007 (the Series) and are senior, unsecured and subordinated debt securities of the Company. The Series was created and established, and its terms and conditions were established, by action of the Company and an authorized officer of the Company pursuant to, and in accordance with, the terms of the Indenture, dated as of July 19, 2005 (the Indenture), between the Company and J.P. Morgan Trust Company, National Association, as trustee (the Trustee). The terms of the Notes are as set forth in the Indenture and in the form of Global Note (referred to below) that will represent the Notes.

The material terms of the Notes are described in (i) the prospectus supplement of the Company dated September 21, 2005, which relates to the offer and sale of the Notes (the Prospectus Supplement) and supplements the Company's prospectus dated July 19, 2005, which prospectus relates to the offer and sale from time to time of up to \$5,000,000,000 of the Company's debt securities (the Prospectus), and (ii) in the Prospectus. The Prospectus Supplement and the Prospectus were filed by the Company with the Securities and Exchange Commission (the Commission) on September 23, 2005 pursuant to Rule 424(b)(2) of the Commission promulgated under the U.S. Securities Act of 1933, as amended (the Securities Act), in connection with the offer and sale of the Notes.

The Notes will be delivered in book-entry form only and will be represented by three global notes, each of which will be in the original principal amount of \$500,000,000 (collectively, the Global Notes). Each of the Global Notes will be payable to Cede & Co., as the nominee of The Depository Trust Company. The Global Notes will be executed by the Company and authenticated by the Trustee.

Filed as exhibits to this Current Report on Form 8-K are (i) the Pricing Agreement, (ii) the Underwriting Agreement, the provisions of which are incorporated by reference into the Pricing Agreement, (iii) the Series Terms Certificate that relates to the Series, that was executed in accordance with the Indenture and that evidences the establishment of the terms and conditions of the Series in accordance with the Indenture, (iv) the form of the Global Notes and (v) the opinion of Andrews Kurth LLP regarding the legality of the Notes.

The Notes are being offered and sold by the Company pursuant to the Company's Registration Statement on Form S-3 (File No. 333-126512), which relates to the offer and sale on a delayed basis from time to time of \$5,000,000,000 of the Company's debt securities and which was declared effective by the Commission on July 19, 2005 (the Registration Statement). This Current Report on Form 8-K is being filed in connection with the offer and sale of the Notes as described herein and to file with the Commission in connection with the Registration Statement the documents and instruments attached hereto as exhibits.

**Item 9.01. Financial Statements and Exhibits.**

*(c) Exhibits*

1(a) Pricing Agreement, dated September 21, 2005, by and between the Company and the Underwriter.

1(b) Underwriting Agreement, dated August 8, 2005, by and between the Company and, as to the issuance and sale of the Notes, the Underwriter (incorporated by reference to Exhibit 1(b) to Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 15, 2005)

4(a) Series Terms Certificate for the Floating Rate Notes due 2007 of Wal-Mart Stores, Inc.

4(b) Form of Global Note to represent the Floating Rate Notes due 2007 of Wal-Mart Stores, Inc.

5 Legality Opinion of Andrews Kurth LLP.

**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: September 27, 2005

WAL-MART STORES, INC.

By: /s/ Thomas M. Schoewe

Name: Thomas M. Schoewe

Title: Executive Vice President and Chief Financial Officer

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
1(a)	Pricing Agreement, dated September 21, 2005, by and between Wal-Mart Stores, Inc., and Citigroup Global Markets Inc.
1(b)	Underwriting Agreement, dated August 8, 2005, by and between Wal-Mart Stores, Inc. and, as to the issuance and sale of \$1,500,000,000 of the Floating Rate Notes due 2007 of Wal-Mart Stores, Inc., Citigroup Global Markets Inc. (incorporated by reference to Exhibit 1 (b) to Current Report on Form 8-K, filed with the Securities and Exchange Commission on August 15, 2005)
4(a)	Series Terms Certificate for the Floating Rate Notes due 2007 of Wal-Mart Stores, Inc.
4(b)	Form of Global Note to represent the Floating Rate Notes due 2007 of Wal-Mart Stores, Inc.
5	Legality Opinion of Andrews Kurth LLP.