

WAL MART STORES INC
Form 11-K
July 30, 2003

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

FORM 11-K

(Mark One)

☒ Annual Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended January 31, 2003.

or

☐ Transition Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____.

Commission file number 1-6991

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

WAL-MART STORES, INC., 401(k) RETIREMENT SAVINGS PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

WAL-MART STORES, INC.
702 Southwest Eighth Street
Bentonville, Arkansas 72716

Page 1 of 15

Financial Statements
and Supplemental Schedule
Wal-Mart Stores, Inc. 401(k) Retirement Savings Plan

As of January 31, 2003 and 2002, and for the Year ended January 31, 2003

Page 2 of 15

Wal-Mart Stores, Inc. 401(k)
Retirement Savings Plan

Edgar Filing: WAL MART STORES INC - Form 11-K

Financial Statements and
Supplemental Schedule

As of January 31, 2003 and 2002, and for the Year ended January 31, 2003

Contents

Report of Independent Auditors	4
Audited Financial Statements	
Statements of Net Assets Available for Benefits	5
Statement of Changes in Net Assets Available for Benefits	6
Notes to Financial Statements	7
Supplemental Schedule	
Schedule H, Line 4i Schedule of Assets (Held At End of Year)	14

Page 3 of 15

Report of Independent Auditors

The Retirement Plans Committee of the
Wal-Mart Stores, Inc. 401(k) Retirement Savings Plan

We have audited the accompanying statements of net assets available for benefits of Wal-Mart Stores, Inc. 401(k) Retirement Savings Plan as of January 31, 2003 and 2002, and the related statement of changes in net assets available for benefits for the year ended January 31, 2003. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at January 31, 2003 and 2002, and the changes in its net assets available for benefits for the year ended January 31, 2003, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of January 31, 2003, is presented for purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The

supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

July 25, 2003

Page 4 of 15

Wal-Mart Stores, Inc. 401(k)
Retirement Savings Plan

Statements of Net Assets Available for Benefits

	January 31	
	2003	2002
	(In Thousands)	
Assets		
Investments	\$1,465,472	\$1,345,736
Receivables:		
Company contributions	285,715	217,431
Associate contributions	3,640	7,107
Other receivables	239	184
Total receivables	\$ 289,594	\$ 224,722
Cash	436	398
Net assets available for benefits	\$1,755,502	\$1,570,856

See accompanying notes.

Page 5 of 15

Wal-Mart Stores, Inc. 401(k) Retirement Savings Plan

Statement of Changes in Net Assets Available for Benefits

Year ended January 31, 2003
(In Thousands)

Net Additions

Company contributions	\$ 285,901
Associate contributions	206,969
Net depreciation in fair value of investments	(244,922)
Dividend income	35,406
Net additions	283,354

Deductions

Benefit payments	96,209
Other, net	2,499
Total deductions	98,708
Net increase in net assets available for benefits	184,646
Net assets available for benefits at beginning of year	1,570,856
Net assets available for benefits at end of year	\$1,755,502

See accompanying notes.

Page 6 of 15

Wal-Mart Stores, Inc.
401(k) Retirement Savings Plan

Notes to Financial Statements

January 31, 2003

1. Description of the Plan

The following description of the Wal-Mart Stores, Inc. 401(k) Retirement Savings Plan (the Plan) provides only general information regarding the Plan as in effect on January 31, 2003. This document is not part of the Summary Plan Description and is not a document pursuant to which the Plan is maintained within the meaning of Section 402(a)(1) of the Employee Retirement Income Security Act of 1974 (ERISA), as amended. Participants should refer to the Plan document for a complete description of the Plan's provisions. To the extent not specifically prohibited by statute or regulation, Wal-Mart Stores, Inc. (Wal-Mart or the Company) reserves the right to unilaterally amend, modify, or terminate the Plan at any time, and such changes may be applied to all Plan participants and their beneficiaries regardless of whether the participant is actively working or retired at the time of the change. The Plan may not be amended, however, to permit any part of the Plan's assets to be used for any purpose other than for the purpose of paying benefits to participants and their beneficiaries. All investment programs of the Plan are fully participant-directed.

General

The Plan is a defined contribution plan established by the Company on February 1, 1997. All associates of the Company in the United States who are not covered by a plan of a related company and have completed at least 1,000 hours of service in a consecutive 12-month period are eligible to participate in the Plan. Participation may begin on the first day of the month following eligibility. The Plan is subject to the provisions of ERISA.

The responsibility for operation and administration of the Plan (except for investment management and control of assets) is vested in the Retirement Plans Committee of the Company. Retirement Plans Committee members are appointed by the Compensation, Nominating and Governance Committee of the Board of Directors to administer the Plan.

The trustee function of the Plan is performed by Merrill Lynch Trust Company of America (Trustee). The Trustee receives and holds contributions made to the Plan in trust and invests those contributions as directed by participants and according to the policies established by the Retirement Plans Committee. The Trustee makes payouts from the Plan in accordance with the Plan document. The Trustee is affiliated with Merrill Lynch, Pierce, Fenner & Smith, Inc., the parent corporation of the Trustee and manager of the Merrill Lynch Equity Index Fund and the Retirement Preservation Trust, which are

Page 7 of 15

Wal-Mart Stores, Inc.
401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

investment options offered under the Plan to participants. The Trustee is also the recordkeeper for the Plan.

Contributions

All eligible associates participate in the Plan and may elect to contribute from one percent to 15 percent of their eligible wages. Certain highly compensated associate contributions may be further limited under the terms of the Plan. Whether or not an associate contributes to the Plan, he or she will receive a portion of the Company's contribution if they meet certain eligibility requirements. To be eligible to receive a Company contribution, the associate must complete at least 1,000 hours of service during the Plan year for which the contribution is made, and be employed on the last day of that Plan year (January 31).

At the end of each Plan year, Wal-Mart's contribution (if any) will be determined for that Plan year. The Company's contribution for each associate will be a percentage of the associate's eligible wages for the Plan year. Wal-Mart's contribution is discretionary and can vary from year to year. For fiscal Plan year ended January 31, 2003, the discretionary contribution percentage was two percent of eligible participant's compensation. Such contributions are subject to certain limitations in accordance with provisions of ERISA.

Effective February 1, 2001, the Plan was amended by the establishment of the Choice Dollars Program (Program). Under the Program, participants could direct how they receive one half of the contribution the Company would otherwise make to their account. Effective February 1, 2002, the Program was discontinued and the entire Company contribution for the Plan year ended January 31, 2003 was deposited into the Plan.

Wal-Mart Stores, Inc.
401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Participants' Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contribution to the Plan made on the associate's behalf, and (b) an allocation, as defined, of Plan earnings (losses). The benefit to which a participant is entitled from the Plan is dependent on the amount in the participant's account.

Vesting

Participants are immediately vested in all contributions to their accounts, plus actual earnings thereon.

Payment of Benefits and Withdrawals

Generally, payment upon a participant's separation from the Company is a lump-sum payment in cash for the balance of the participant's account. Participants may also elect to receive a single lump-sum payment in whole shares of Company stock, with partial or fractional shares paid in cash. To the extent the participant's account is not invested in Company stock, the account balance will automatically be distributed in cash. Participants may also elect to rollover their account balance into a different tax-qualified retirement plan or individual retirement account upon separation from the Company. The Plan permits withdrawals of active participants' salary reduction contributions and rollover contributions only in amounts necessary to satisfy financial hardship as defined by the Internal Revenue Service (IRS).

Plan Termination

While there is no intention to do so, the Company may discontinue the Plan by giving written notice, subject to the provisions of ERISA. The Plan shall remain in effect (unless it is specifically terminated) and the assets shall be administered in the manner provided by the terms of the Plan and distributed as soon as administratively feasible.

Page 9 of 15

Wal-Mart Stores, Inc.
401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Investment Options

Participant investment choices include a variety of mutual funds, common/collective trusts and Wal-Mart common stock. The associate may change their selections at any time throughout the year. Participant investments not directed by the associate shall be invested by the Trustee as directed by the Retirement Plans Committee.

2. Income Tax Status

The Plan has received a letter of determination dated February 27, 2002, from the IRS stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (IRC) and, therefore, the related Trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. Company management believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related Trust is tax exempt.

3. Summary of Accounting Policies

Basis of Accounting

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires Plan management to use estimates that affect the amounts reported in the accompanying financial statements and notes. Actual results could differ from these estimates.

Shares of mutual funds are valued at published prices which represent the net asset values of shares held by the Plan at year end. Wal-Mart common stock is stated at fair value which equals the quoted market price on the last business day of the year. Investments in common/collective trust funds are stated at the fair value of the underlying assets determined by the Trustee. Purchases and sales are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Benefit payments are recorded when paid.

The Company bears the majority of costs associated with administering the Plan, except for certain expenses paid by the Plan participants.

Page 10 of 15

Wal-Mart Stores, Inc.
401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

4. Investments

The Trustee holds the Plan's investments and executes all investment transactions. The Plan provides for investments in various investment securities, which in general, are exposed to various risks, such as interest rate, credit and overall market volatility risks. Further, due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially effect the amounts reported in the statements of net assets available for benefits.

During fiscal year 2003 the Plan's investments (including investments purchased, sold as well as held during the year) depreciated in value as follows:

Net
Depreciation

	in Fair Value of Investments (In Thousands)
Common Stock	\$ (74,493)
Mutual Funds	(88,080)
Common/Collective Trusts	(82,349)
Total	\$ (244,922)

The fair value of individual investments that represent five percent or more of the Plan's net assets are as follows:

	January 31	
	2003	2002
	(In Thousands)	
Wal-Mart Stores, Inc. Common Stock	\$ 314,292	\$ 305,449
Merrill Lynch Retirement Preservation Trust	264,835	213,191
Merrill Lynch Equity Index Fund	303,112	297,306
PIMCO Total Return Fund	276,056	220,550
Ivy International Fund		103,490
Putnam New Opportunities Fund	191,228	201,498
Putnam International Growth Fund	106,953	

Page 11 of 15

Wal-Mart Stores, Inc.
401(k) Retirement Savings Plan

Notes to Financial Statements (continued)

5. Differences Between Financial Statements and Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500:

	January 31	
	2003	2002
	(In Thousands)	
Net assets available for benefits per the financial statements	\$ 1,755,502	\$ 1,570,856
Amounts allocated to withdrawing participants	(17,059)	(13,315)
Net assets available for benefits per the Form 5500	\$ 1,738,443	\$ 1,557,541

The following is a reconciliation of benefit payments to participants per the financial statements to the Form 5500:

**Year ended
January 31
2003**

	(In Thousands)
Benefit payments per the financial statements	\$ 96,209
Add: Amounts allocated to withdrawn participants at end of year	17,059
Less: Amounts allocated on Form 5500 to withdrawn participants at beginning of year	(13,315)
Benefit payments per the Form 5500	\$ 99,953

Amounts allocated to withdrawing participants are recorded in the Form 5500 for benefit payments that have been processed and approved for payment prior to January 31, but not yet paid as of that date.

Page 12 of 15

Supplemental Schedule

Page 13 of 15

Wal-Mart Stores, Inc. 401(k)
Retirement Savings Plan

Schedule H, Line 4i Schedule of Assets (Held At End of Year)

January 31, 2003

EIN#: 71-0415188

Plan#: 003

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current
			Value (In Thousands)
*	Wal-Mart Stores, Inc.	Common Stock	\$ 314,292
*	Merrill Lynch	Equity Index Fund	303,112
*	Merrill Lynch	Retirement Preservation Trust	264,835
	PIMCO Fund	Total Return Fund	276,056
	Putnam	New Opportunities Fund	191,228
	Putnam	International Growth Fund	106,953
	Davis Funds	New York Venture Fund	3,175
	Franklin Templeton Investments	Small-Mid Cap Growth Fund	2,245
	MASS Investors	Growth Stock Fund	1,504
	PIMCO Funds	Innovation Fund	1,238
	AIM Family of Funds	International Equity Fund	597

Other (Pending Settlement Fund)
Total Investments

237
\$ 1,465,472

* Party-in-interest

Note: Column (d) is not applicable for participant directed investments.

Page 14 of 15

Signatures

The Plan. Pursuant to the requirements of the Securities and Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

WAL-MART STORES, INC.
401 (k) RETIREMENT SAVINGS PLAN

Date: July 30, 2003

/s/ Debbie Davis-Campbell
Debbie Davis-Campbell

Page 15 of 15