

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, 1999.

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 PUERTO RICO, 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 14

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

Financial Statements

Years ended January 31, 1999 and 1998

Contents

Report of Independent Auditors

Audited Financial Statements

Statements of Net Assets Available for Benefits
Statements of Changes in Net Assets Available for Benefits
with Fund Information
Notes to Financial Statements

Supplemental Schedules

Line 27a-Schedule of Assets Held for Investment Purposes
Line 27d-Schedule of Reportable Transactions

Page 2 of 14

Report of Independent Auditors

The Administrative Committee of the
Wal-Mart Puerto Rico, Inc. 401(k) Retirement Savings Plan

We have audited the accompanying statements of net assets
available for benefits of Wal-Mart Puerto Rico, Inc. 401(k)
Retirement Savings Plan as of January 31, 1999 and 1998, and
the related statements of changes in net assets available
for benefits with Fund Information for the years then ended.
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 audit.

We conducted our audits in accordance with generally
accepted auditing standards. 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, 1999 and 1998, and the changes in its net assets available for benefits for the years then ended, in conformity with generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets held for investment purposes as of January 31, 1999, and reportable transactions for the year then ended, are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are 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. These supplemental schedules are the responsibility of the Plan's management. The Fund Information in the statements of changes in net assets available for benefits is presented for purposes of additional analysis rather than to present the changes in net assets available for benefits of each fund. The supplemental schedules and Fund Information have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

Tulsa, Oklahoma
June 25, 1999

Page 3 of 14

<TABLE>

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

Statements of Net Assets Available for Benefits

<CAPTION>

	January 31	
	1999	1998
Assets		
<S>	<C>	<C>
Investments at fair value:		
Wal-Mart Common Stock Account	\$ 13,873	\$ -
Merrill Lynch Equity Index Fund	7,573	-
Merrill Lynch Retirement Preservation Fund	565,039	-
Pacific Investment Management Company (PIMCO) Total Return Fund	1,950	-
Ivy International Fund	4,471	-
Putnam New Opportunities Fund	5,642	-
Total investments	598,548	-
Receivables:		
Company contribution	750,129	598,315
Associates' contribution	1,768	-
Total receivables	751,897	598,315
Cash and other	296	-
Net assets available for benefits	\$ 1,350,741	\$ 598,315

</TABLE>

[FN]

<F1>

See accompanying notes.

Page 4 of 14

<TABLE>

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

Statements of Changes in Net Assets Available for Benefits with Fund Information

Year ended January 31, 1999

<CAPTION>

	Wal-Mart	Merrill Lynch	Merrill Lynch	Pacific Investment Management	Ivy International	Putnam New Opportunities	Other	Total
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
	Common Stock	Equity Index Fund	Retirement Preservation Fund	Company Total Return Fund	Fund	Fund		

Additions:								
Associate contributions	\$ 4,509	\$4,862	\$ 2,785	\$1,504	\$3,359	\$3,503	\$ 1,768	\$
22,290								
Company contributions	-	-	1,106	25	70	65	750,129	
751,395								
Net appreciation (depreciation)								
in fair value of investment	3,688	894	-	(34)	7	900	-	
5,455								
Investment income	23	-	31,713	82	61	145	-	
32,024								
Interfund transfers	5,218	1,770	(9,006)	321	924	773	-	
-								
Allocation of prior year								
receivables	991	47	596,919	52	50	256	(598,315)	
-								
Total asset additions	14,429	7,573	623,517	1,950	4,471	5,642	153,582	
811,164								
Deductions:								
Benefit payments	556	-	58,478	-	-	-	(296)	
58,738								
Net increase in net assets								
available for benefits	13,873	7,573	565,039	1,950	4,471	5,642	153,878	
752,426								
Net assets available for								
benefits at beginning of year	-	-	-	-	-	-	598,315	
598,315								
Net assets available for								
benefits at end of year	\$13,873	\$7,573	\$565,039	\$1,950	\$4,471	\$5,642	\$752,193	
\$1,350,741								

</TABLE>
[FN]
<F1>

See accompanying notes.

Page 5 of 14

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

Statements of Changes in Net Assets Available for Benefits

Year ended January 31, 1998

Additions to net assets attributed to	
Company contribution	\$598,315
Net increase in net assets available for benefits	598,315
Net assets available for benefits:	
Beginning of year	-
End of year	\$598,315

See Accompanying Notes

Page 6 of 14

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

Notes to Financial Statements

January 31, 1999

1. Description of the Plan

The following description of the Wal-Mart Puerto Rico, Inc. 401(k) Retirement Savings Plan (the "Plan") provides only general information regarding the Plan as in effect on January 31, 1999. This document is not part of the summary plan description of the Plan and is not a document pursuant to which the Plan is maintained within the meaning of the Puerto Rico Income Tax Act of 1954 ("PRITA"), as amended, or 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 Puerto Rico, 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.

General

The Plan is a defined contribution plan established by the Company on February 1, 1997. All associates of the Company 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 PRITA and ERISA.

The responsibility for operation and administration of the Plan (except for investment management and control of assets) is vested in the Plan's Administrative Committee of the Company ("Administrative Committee").

The trustee function of the Plan is performed by Banco Popular de Puerto Rico ("BPPR") while Merrill Lynch is the custodian of the Plan's assets and recordkeeper for the Plan. BPPR remits all contributions received from the Company to Merrill Lynch who invests those contributions according to the direction of participants and policies established by the Administrative Committee. Merrill Lynch makes payouts to beneficiaries from the Plan in accordance with the Plan.

Page 7 of 14

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

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Contributions

All eligible associates participate in the Plan and may elect to contribute from 1% to 10% of their eligible wages. 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. Such contributions are subject to certain limitations in accordance with provisions of PRITA.

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. The benefit to which a participant is entitled from the Plan is dependent on the amount in the participant's vested account. The effective date on which participants could make contributions was February 1, 1998.

Company contributions to the Plan are invested in accordance with the investment elections made by each participant for deposit in his or her account.

Vesting

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

Payment of Benefits and Withdrawals

The normal form of 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

Page 8 of 14

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

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

partial or fractional shares paid in cash, to the extent the participant's account is invested in Company stock. 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 arrangement upon separation from the Company. The Plan permits withdrawals of 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 and PRITA. In the event of a complete or partial termination of this Plan or a complete discontinuance of contributions to it, the accounts of the participants shall be fully and immediately nonforfeitable. The Trust shall remain in effect (unless it is specifically terminated) and the Trust assets shall be administered in the manner provided by the terms of the Trust and distributed as soon as administratively feasible.

Investment Options

Participant investment choices include five core funds, three investment models and Wal-Mart stock. The associate may change his or her selections at any time throughout the year.

2. Income Tax Status

The Plan has received a determination letter from the Commonwealth of Puerto Rico's Department of Treasury dated February 10, 1999, stating that the Plan is qualified under Section 165(a) of PRITA and therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with PRITA to maintain its qualification. Company management believes the Plan is being operated in compliance with the applicable requirements of PRITA and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

Page 9 of 14

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

Notes to Financial Statements (continued)

3. Summary of Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

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

Investments in registered investment companies and Wal-Mart common stock are stated at fair market value determined from publicly stated price information. Investments in common and

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. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Investments greater than 5% of net assets are separately identified in the statements of net assets available for benefits.

4. Differences Between Financial Statements and Form 5500

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

	January 31 1999
Net assets available for benefits per the financial statements	\$1,350,741
Amounts allocated to withdrawing participants	12,537
Net assets available for benefits per the form 5500	\$1,338,204

Page 10 of 14

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

Notes to Financial Statements (continued)

4. Differences Between Financial Statements and Form 5500 (continued)

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

Benefit payments per the financial statements	\$58,738
Add: Amounts allocated to withdrawing participants at January 31, 1999	12,537
Benefit payments per the Form 5500	\$71,275

Amounts allocated to withdrawing participants are recorded in the Form 5500 for benefit claims that have been processed and approved for payment prior to January 31, 1999 but not yet paid as of that date.

5. Year 2000 Issue (unaudited)

The Plan Sponsor has determined that it will be necessary to take certain steps in order to ensure that the Plan's information systems are prepared to handle year 2000 dates. The Plan Sponsor has been evaluating and adjusting all of its known date-sensitive systems and equipment for year 2000 compliance. The assessment phase of the year 2000 project is substantially complete.

All third-party service providers have indicated that they will be year 2000 compliant by October 1999. If modification of data processing systems of either the Plan, the Plan Sponsor, or its service providers are not completed timely, the year 2000 problem could have a material impact on the operations of the Plan. Plan management is currently developing a contingency plan, which is expected to be in place by September 1, 1999.

Page 11 of 14

Supplemental Schedules

<TABLE>

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

Line 27a-Schedule of Assets Held for Investment Purposes

January 31, 1999

<CAPTION>

Identity of Issue	Description of Investment	Cost	Current Value
<S>	<C>	<C>	<C>
Wal-Mart Stores, Inc. * +	323 shares common stock	\$ 10,445	\$ 13,873

Merrill Lynch *

Equity Index Fund	87 units	6,681	7,573
Merrill Lynch *			
Retirement Preservation Fund	565,039 units	565,039	565,039
Pacific Investment Management Company			
Total Return Fund	185 units	1,986	1,950
Ivy International Fund	109 units	4,384	4,471
Putnam New Opportunities Fund	92 units	4,770	5,642
		\$ 593,305	\$ 598,548

</TABLE>

[FN]

<F1>

+ Restated to reflect a two-for-one stock split announced March 4, 1999, with date of record of March 19, 1999. The stock split was payable on April 19, 1999.

<F2>

* Party-in-interest.

Page 12 of 14

<TABLE>

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

Line 27d-Schedule of Reportable Transactions

Year ended January 31, 1999

<CAPTION>

Identify of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Category (i) - Individual investment transactions in excess of 5% of beginning plan assets:						
Merrill Lynch*	Retirement Preservation Trust	\$ -	\$30,045	\$ 30,045	\$ 30,045	\$ -
	Retirement Preservation Trust	596,908	-	596,908	596,908	-
Category (iii) - Series of investment transactions in excess of 5% of beginning plan assets:						
Merrill Lynch*	Retirement Preservation Trust	-	67,668	67,668	67,668	-
	Retirement Preservation Trust	632,707	-	632,707	632,707	-

</TABLE>

[FN]

<F1>

There were no category (i), (ii) or (iv) transactions during the plan year.

<F2>

* Party-in-interest.

Page 13 of 14

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 PUERTO RICO, INC.,
401(k) RETIREMENT SAVINGS PLAN

Date: July 27, 1999

/s/ Debbie Davis-Campbell
Debbie Davis-Campbell
Administrative Committee

Page 14 of 14

EXHIBIT 23
CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statements (Form S-8 No. 333-44659) pertaining to the Wal-Mart Puerto Rico, Inc. 401(k) Retirement Savings Plan of our report dated June 25, 1999, with respect to the financial statements and schedules of the Wal-Mart Puerto Rico, Inc. 401(k) Retirement Savings Plan included in this Annual Report (Form 11-K) for the year ended January 31, 1999.

/s/ Ernst & Young LLP
Ernst & Young LLP

Tulsa, Oklahoma
July 27, 1999