

This prospectus supplement
relates to the prospectus
dated August 5, 1999 and
the prospectus supplement
dated November 8, 1999

Supplement to Prospectus Supplement Dated November 8, 1999

\$250,000,000

Wal-Mart Stores, Inc.

6.875% Notes Due 2009

CAPITALIZATION

The following revised table presents the consolidated capitalization of Wal-Mart and its subsidiaries at July 31, 1999 and as adjusted to give effect to the offering of the notes.

<TABLE>
<CAPTION>

	July 31, 1999	
	Actual	As Adjusted
	(in millions)	
	<C>	<C>
Short-term debt		
Commercial paper.....	\$ 5,121	\$ 4,871
Long-term debt due within one year.....	1,223	1,223
Obligations under capital leases due within one year.....	118	118
Total short-term debt and capital lease obligations.....	\$ 6,462	\$ 6,212
Long-term debt		
6.150% notes due 2001.....	\$ 1,250	\$ 1,250
6.550% notes due 2004.....	1,250	1,250
6.875% notes due 2009.....	3,250	3,500
Other long-term debt.....	7,328	7,328
Long-term capital lease obligations.....	2,964	2,964
Total long-term debt and capital lease obligations.....	16,042	16,292
Shareholders' equity		
Common stock (\$.10 par value; 11,000,000,000 shares authorized; 4,448,731,409 shares issued and outstanding)	445	445
Capital in excess of par value.....	431	431
Retained earnings.....	22,557	22,557
Other accumulated comprehensive income.....	(485)	(485)
Total shareholders' equity.....	22,948	22,948
Total long-term debt and capital lease obligations and shareholders' equity.....	\$38,990	\$39,240

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The consolidated capitalization presented in the table gives effect to the acquisition of Asda Group PLC and the related issuance and sale of \$5,750,000,000 of notes, which sale of notes was completed on August 10, 1999.

Bank One Trust Company, NA is successor in interest to The First National Bank of Chicago as trustee under the indenture governing the notes.

November 10, 1999