

WAL MART DE MEXICO SA DE CV /FI
Form F-6
February 06, 2006

As filed with the Securities and Exchange Commission on February 6, 2006

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-6
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933
For Depositary Shares Evidenced by American Depositary Receipts

of

WAL-MART DE MÉXICO, S.A. DE C.V.

(Exact name of issuer of deposited securities as specified in its charter)

N/A

(Translation of issuer's name into English)

UNITED MEXICAN STATES

(Jurisdiction of incorporation or organization of issuer)

THE BANK OF NEW YORK

(Exact name of depositary as specified in its charter)

One Wall Street, New York, N.Y. 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of depositary's principal executive offices)

The Bank of New York
ADR Division

One Wall Street, 29th Floor

New York, New York 10286

(212) 495-1784

(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Peter B. Tisne, Esq.
Emmet, Marvin & Martin, LLP
120 Broadway
New York, New York 10271
(212) 238-3010

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time).

If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of Securities to be registered	Amount to be registered	Proposed maximum aggregate price per unit ⁽¹⁾	Proposed maximum aggregate offering price ⁽¹⁾	Amount of registration fee
American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing Series V shares, without par value, of Wal-Mart de México, S.A. de C.V.	100,000,000 American Depositary Shares	\$5.00	\$5,000,000	\$535.00

1

For the purpose of this table only the term "unit" is defined as 100 American Depositary Shares.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a) may determine.

EMM-821651_5

The prospectus consists of the proposed form of American Depositary Receipt included as Exhibit A to the form of Deposit Agreement filed as Exhibit 1 to this Registration Statement which is incorporated herein by reference.

EMM-821651_5

PART I

INFORMATION REQUIRED IN PROSPECTUS

Item - 1.

Description of Securities to be Registered

Cross Reference Sheet

Item Number and Caption

Location in Form of Receipt
Filed Herewith as Prospectus

1. Name and address of depositary

Introductory Article

2. Title of American Depositary Receipts and identity of Face of Receipt, top center deposited securities

Terms of Deposit:

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- (i) The amount of deposited securities represented by one unit of Face of Receipt, upper right American Depositary Receipts corner
- (ii) The procedure for voting, if any, the deposited securities Articles number 15, 16 and 18
- (iii) The collection and distribution of dividends Articles number 4, 12, 13, 15 and 18
- (iv) The transmission of notices, reports and proxy soliciting material Articles number 11, 15, 16 and 18
- (v) The sale or exercise of rights Articles number 13, 14, 15 and 18
- (vi) The deposit or sale of securities resulting from dividends, splits or plans of reorganization Articles number 12, 13, 15, 17 and 18
- (vii) Amendment, extension or termination of the deposit agreement Articles number 20 and 21
- (viii) Rights of holders of Receipts to inspect the transfer books of the depository and the list of holders of Receipts Article number 11
- (ix) Restrictions upon the right to deposit or withdraw the underlying securities Articles number 2, 3, 4, 5, 6, 8 and 22
- (x) Limitation upon the liability of the depository Articles number 14, 18, 19 and 21

3. Fees and Charges
Item - 2.

Articles number 7 and 8

Available Information

Public reports furnished by issuer

Article number 11

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item - 3.

Exhibits

a.

Form of amended and restated Deposit Agreement dated as of _____, 2006, among Wal-Mart de México, S.A. de C.V., The Bank of New York as Depositary, and all Owners and holders from time to time of American Depositary Receipts issued thereunder. - Filed herewith as Exhibit 1.

b.

Letter agreement dated December 15, 2005, among Wal-Mart de México, S.A. de C.V., Morgan Guaranty Trust Company of New York and The Bank of New York. - Filed herewith as Exhibit 2.

c.

Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - See (a) and (b) above.

d.

Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered. - Filed herewith as Exhibit 4.

e.

Certification under Rule 466. - Not Applicable.

Item - 4.

Undertakings

(a)

The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.

(b)

If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on January 31, 2006.

Legal entity created by the agreement for the issuance of American Depositary Receipts for Series V Shares, without par value, of Wal-Mart de México, S.A. de C.V.

By:

The Bank of New York,
As Depositary

By: /s/ Allen R. Murray

Name: Allen R. Murray

Title: Managing Director

Pursuant to the requirements of the Securities Act of 1933, Wal-Mart de México, S.A. de C.V. has caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in Mexico City, Mexico on January 31, 2006.

Wal-Mart de México, S.A. de C.V.

By: /s/ Rafael Matute Labrador Sánchez

Name: Rafael Matute Labrador Sánchez

Title: Chief Financial Officer

Each person whose signature appears below hereby constitutes and appoints Jose Luis Rodriguezmacedo Rivera, Federico M. Casillas Contreras Medellin and Enrique Ponzanelli Vazquez, and each of them severally, his true and lawful attorney-in-fact with power of substitution and resubstitution to sign in his name, place and stead in any and all capacities the Registration Statement and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same with the Securities and Exchange Commission, granting unto each of said attorneys full power to act with or without the other, and full power and authority to do and perform, in his name and on his behalf, every act whatsoever which such attorneys, or any one of them, may deem necessary or desirable to be done in connection therewith as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, or any of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on January 31, 2006.

/s/ ERNESTO VEGA VELASCO

Name: ERNESTO VEGA VELASCO

Board of Directors President

/s/ JORGE MUÑOZ

Name: JORGE MUÑOZ

Principal Accounting Officer

Name: CRAIG R. HERKERT
Director

/s/ RAFAEL MATUTE
Name: RAFAEL MATUTE
Principal Financial Officer

/s/ RAFAEL MATUTE LABRADOR SANCHEZ
Name: RAFAEL MATUTE LABRADOR SANCHEZ
Director

/s/ EDUARDO SOLÓRZANO
Name: EDUARDO SOLÓRZANO
Principal Executive Officer

Name: JOHN B. MENZER
Director

/s/ EDUARDO FRANCISCO SOLORZANO
Name: EDUARDO FRANCISCO SOLORZANO
MORALES
Director

/s/ JESUS REYES HEROLES GONZALEZ GARZA
Name: JESUS REYES HEROLES GONZALEZ
GARZA
Director

AUTHORIZED U.S. REPRESENTATIVE

THE BANK OF NEW YORK,
as Authorized U.S. Representative

By: /s/ Joanne F.DiGiovanni

Name: Joanne F. DiGiovanni

Title: Vice President

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Exhibit</u>
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2	Letter agreement dated December 15, 2005, among Wal-Mart de México, S.A. de C.V., Morgan Guaranty Trust Company of New York and The Bank of New York
4	Opinion of Emmet, Marvin & Martin, LLP, counsel for the Depositary, as to legality of the securities to be registered.