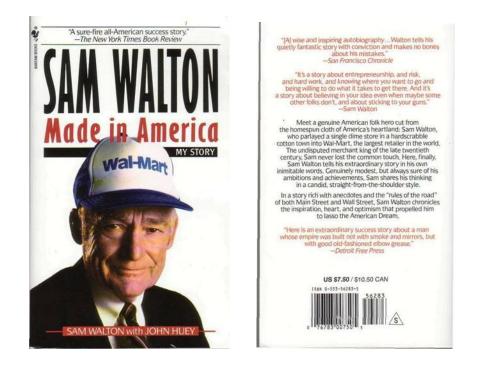
"A sure-fire all-American success story." —The New York Times Book Review

BANTAM BOOKS

# SAN WAITON Mal-Mart

SAM WALTON with JOHN HUEY



# SAM WALTON

# MADE IN AMERICA

## MY STORY

# by SAM WALTON

## with JOHN HUEY

BANTAM BOOKS NEW YORK • TORONTO • LONDON • SYDNEY • AUCKLAND

This edition contains the complete text of the original hardcover edition. NOT ONE WORD HAS BEEN OMITTED. **SAM WALTON: MADE IN AMERICA** A Bantam Book/published by arrangement with Doubleday

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### ACKNOWLEDGMENTS

Life has been great to me, probably better than any man has a right to expect. At home, I've been blessed with a wife and family who've stuck together and loved each other and indulged my lifelong obsession with minding the store. At work, my business life has been spent in lockstep with an incredible group of Wal-Mart associates who have put up with all my aggravation and bullheadedness and pulled together to make what once appeared truly impossible now seem expected and routine.

So first, I want to dedicate this book to Helen Robson Walton and the four fine kids she raised—with some help along the way from the old man—our sons Rob, John, and Jim, and our daughter Alice.

Then I want to dedicate it to all my partners—and I wish I could recognize every one of you individually, but we've talked over the years and you know how I feel about you—and to all 400,000 of my associate-partners who've made this wild, wild Wal-Mart ride so much fun and so special. Much of this book is really your story.

Earlier on, there were fewer of us. Jackie Lancaster, our first floor manager in Newport, Arkansas. Inez Threet, Ruby Turner, Wanda Wiseman, Ruth Keller-my first four associates when we opened Walton's Five and Dime in Bentonville on August 1, 1951. What would we have done without those early managers? Most of them risked so much by leaving good jobs with much larger variety chains to join up with a one-horse outfit run by an overactive dreamer down in Bentonville-people like Clarence Leis, Willard Walker, Charlie Baum, Ron Loveless, Bob Bogle, Claude Harris, Ferold Arend, Charlie Cate, Al Miles, Thomas Jefferson, Gary Reinboth. There was Bob Thornton, Darwin Smith, Jim Henry, Phil Green, and Don Whitaker. And I can't forget Ray Thomas, Jim Dismore, Jim Elliott, or John Hawks. Ron Mayer made special contributions, and Jack Shewmaker had as much to do with making Wal-Mart a great company as anybody. John Tate has provided valuable counsel all along the way.

Of course, Wal-Mart wouldn't be what it is today without a host of fine competitors, most especially Harry Cunningham of Kmart, who really designed and built the first discount store as we know it today, and who, in my opinion, should be remembered as one of the leading retailers of all time.

Still, I think I'll hold on to my Wal-Mart stock, knowing that David Glass is at the wheel, steering a great team: Don Soderquist, Paul Carter, and A. L. Johnson. And when I think about young guys like Bill Fields and Dean Sanders and Joe Hardin running huge parts of the company, I know that one day they'll put us all to shame.

Of course, my number-one retail partner from our third store on has been my brother, James L. "Bud" Walton, who has a few things of his own to say about me in this book — not all of them flattering. Bud's wise counsel and guidance kept us from many a mistake. My nature has always been to charge, to say let's do it now. Often, Bud would advise taking a different direction, or maybe changing the timing. I soon learned to listen to him because he has exceptional judgment and a great deal of common sense.

Finally, I hope there's a special place in heaven reserved for my two secretaries, Loretta Boss, who was with me for twenty-five years, and Becky Elliott, who's been with me now for three years. They deserve it after what they've put up with here on earth.

-SAMUEL MOORE WALTON Bentonville, Arkansas

#### FOREWORD

Hello, friends, I'm Sam Walton, founder and chairman of Wal-Mart Stores. By now I hope you've shopped in one of our stores, or maybe bought some stock in our company. If you have, you probably already know how proud I am of what is simply the miracle that all these Wal-Mart associates of mine have accomplished in the thirty years since we opened our first Wal-Mart here in northwest Arkansas, which Wal-Mart and I still call home. As hard as it is to believe sometimes, we've grown from that one little store into what is now the largest retailing outfit in the world. And we've really had a heck of a time along the way. I realize we have been through something amazing here at Wal-Mart, something special that we ought to share more of with all the folks who've been so loyal to our stores and to our company. That's one thing we never did much of while we were building Wal-Mart, talk about ourselves or do a whole lot of bragging outside the Wal-Mart family-except when we had to convince some banker or some Wall Street financier that we intended to amount to something someday, that we were worth taking a chance on. When folks have asked me, "How did Wal-Mart do it?" I've usually been flip about answering them. "Friend, we just got after it and stayed after it," I'd say. We have always pretty much kept to ourselves, and we've had good reasons for it; we've been very protective of our business dealings and our home lives, and we still like it that way.

But as a result, a whole lot of misinformation and myth and halftruths have gotten around over the years about me and about Wal-Mart. And I think there's been way too much attention paid to my personal finances, attention that has caused me and my family a lot of extra trouble in our lives – though I've just ignored it and pretty much gone about my life and the business of Wal-Mart as best I could.

None of this has really changed. But I've been fighting cancer for a while now, and I'm not getting any younger anyway. And lately a lot of folks—including Helen and the kids, some of our executives here at the company, and even some of the associates in our stores - have been fussing at me that I'm really the best person to tell the Wal-Mart tale, and that - like it or not - my life is all wrapped up in Wal-Mart, and I should get it down right while I still can. So I'm going to try to tell this story the best I'm able to, as close to the way it all came about as I can, and I hope it will be almost as interesting and fun and exciting as it's been for all of us, and that it can capture for you at least something of the spirit we've all felt in building this company. More than anything, though, I want to get across once and for all just how important Wal-Mart's associates have been to its success.

This is a funny thing to do, this looking back on your life trying to figure out how all the pieces came together. I guess anybody would find it a little strange, but it's really odd for somebody like me because I've never been a very reflective fellow, never been one to dwell in the past. If I had to single out one element in my life that has made a difference for me, it would be a passion to compete. That passion has pretty much kept me on the go, looking *ahead* to the next store visit, or the next store opening, or the next merchandising item I personally wanted to promote out in those stores—like a minnow bucket or a Thermos bottle or a mattress pad or a big bag of candy.

As I do look back though, I realize that ours is a story about the kinds of traditional principles that made America great in the first place. It is a story about entrepreneurship, and risk, and hard work, and knowing where you want to go and being willing to do what it takes to get there. It's a story about believing in your idea even when maybe some other folks don't, and about sticking to your guns. But I think more than anything it proves there's absolutely no limit to what plain, ordinary working people can accomplish if they're given the opportunity and the encouragement and the incentive to do their best. Because that's how Wal-Mart became ordinary people joined together to accomplish Wal-Mart: extraordinary things. At first, we amazed ourselves. And before too long, we amazed everybody else, especially folks who thought America was just too complicated and sophisticated a place for this sort of thing to work anymore.

The Wal-Mart story is unique: nothing quite like it has been done before. So maybe by telling it the way it really happened, we can help some other folks down the line take these same principles and apply them to their dreams and make them come true.

## SAM WALTON

# MADE IN AMERICA

# **MY STORY**

#### LEARNING TO VALUE A DOLLAR

"I was awake one night and turned on my radio, and I heard them announce that Sam Walton was the richest man in America. And I thought, 'Sam Walton. Why, he was in my class.' And I got so excited."

– **HELEN WILLIAMS,** former history and speech teacher at Hickman High School in Columbia, Missouri

Success has always had its price, I guess, and I learned that lesson the hard way in October of 1985 when *Forbes* magazine named me the so-called "richest man in America." Well, it wasn't too hard to imagine all those newspaper and TV folks up in New York saying "Who?" and "He lives where?" The next thing we knew, reporters and photographers started flocking down here to Bentonville, I guess to take pictures of me diving into some swimming pool full of money they imagined I had, or to watch me light big fat cigars with \$100 bills while the hootchy-kootchy girls danced by the lake.

I really don't know what they thought, but I wasn't about to cooperate with them. So they found out all these exciting things about me, like: I drove an old pickup truck with cages in the back for my bird dogs, or I wore a Wal-Mart ball cap, or I got my hair cut at the barbershop just off the town square-somebody with a telephoto lens even snuck up and took a picture of me in the barber chair, and it was in newspapers all over the country. Then folks we'd never heard of started calling us and writing us from all over the world and coming here to ask us for money. Many of them represented worthy causes, I'm sure, but we also heard from just about every harebrained, cockamamy schemer in the world. I remember one letter from a woman who just came right out and said, "I've never been able to afford the \$100,000 house I've always wanted. Will you give me the money?" They still do it to this day, write or call asking for a new car, or money to go on a vacation, or to get some dental work – whatever comes into their minds.

Now, I'm a friendly fellow by nature – I always speak to folks in the street and such – and my wife Helen is as genial and outgoing as she can be, involved in all sorts of community activities, and we've always lived very much out in the open. But we really thought there for a while that this "richest" thing was going to ruin our whole lifestyle. We've always tried to do our share, but all of a sudden everybody expected us to pay their way too. And nosy people from the media would call our house at all hours and get downright rude when we'd tell them no, you can't bring a TV crew out to the house, or no, we don't want your magazine to spend a week photographing the lives of the Waltons, or no, I don't have time to share my life story with you. It made me mad, anyway, that all they wanted to talk about was my family's personal finances. They weren't even interested in Wal-Mart, which was probably one of the best business stories going on anywhere in the world at the time, but it never even occurred to them to ask about the company. The impression I got is that most media folks-and some Wall Street types too – either thought we were just a bunch of bumpkins selling socks off the back of a truck, or that we were some kind of fast buck artists or stock scammers. And when they did write about the company they either got it wrong or just made fun of us.

So the Walton family almost instinctively put a pretty tight lid on personal publicity for any of us, although we kept living out in the open and going around visiting folks in the stores all the time. Fortunately, here in Bentonville, our friends and neighbors protected us from a lot of these scavengers. But I did get ambushed by the "Lifestyles of the Rich and Famous" guy at a tennis tournament I was playing in, and Helen talked to one of the women's magazines for an article. The media usually portrayed me as a really cheap, eccentric recluse, sort of a hillbilly who more or less slept with his dogs in spite of having billions of dollars stashed away in a cave. Then when the stock market crashed in 1987, and Wal-Mart stock dropped along with everything else in the market, everybody wrote that I'd lost a half billion dollars. When they asked me about it I said, "It's only paper," and they had a good time with that.

But now I'd like to explain some of my attitudes about money up to a point. After that, our finances—like those of any other normal-thinking American family – are nobody's business but our own. No question about it, a lot of my attitude toward money stems from growing up during a pretty hardscrabble time in our country's history: the Great Depression. And this heartland area we come from out here – Missouri, Oklahoma, Kansas, Arkansas – was hard hit during that Dust Bowl era. I was born in Kingfisher, Oklahoma, in 1918 and lived there until I was about five, but my earliest memories are of Springfield, Missouri, where I started school, and later of the little Missouri town of Marshall. After that, we lived in Shelbina, Missouri, where I started high school, and still later Columbia, where I finished high school and went on to college.

My dad, Thomas Gibson Walton, was an awfully hard worker who got up early, put in long hours, and was honest. Completely, totally honest, remembered by most people for his integrity. He was also a bit of a character, who loved to trade, loved to make a deal for just about anything: horses, mules, cattle, houses, farms, cars. Anything. Once he traded our farm in Kingfisher for another one, near Omega, Oklahoma. Another time, he traded his wristwatch for a hog, so we'd have meat on the table. And he was the best negotiator I ever ran into. My dad had that unusual instinct to know how far he could go with someone – and did it in a way that he and the guy always parted friends-but he would embarrass me with some of the offers he would make, they were so low. That's one reason I'm probably not the best negotiator in the world; I lack the ability to squeeze that last dollar. Fortunately, my brother Bud, who has been my partner from early on, inherited my dad's ability to negotiate.

Dad never had the kind of ambition or confidence to build much of a business on his own, and he didn't believe in taking on debt. When I was growing up, he had all sorts of jobs. He was a banker and a farmer and a farm-loan appraiser, and an agent for both insurance and real estate. For a few months, early in the Depression, he was out of work altogether, and eventually he went to work for his brother's Walton Mortgage Co., which was an agent for Metropolitan Life Insurance. Dad became the guy who had to service Metropolitan's old farm loans, most of which were in default. In twenty-nine and thirty and thirty-one, he had to repossess hundreds of farms from wonderful people whose families had owned the land forever. I traveled with him some, and it was tragic, and really hard on Dad too — but he tried to do it in a way that left those farmers with as much of their self-respect as he could. All of this must have made an impression on me as a kid, although I don't ever remember saying anything to myself like "I'll never be poor."

We never thought of ourselves as poor, although we certainly didn't have much of what you'd call disposable income lying around, and we did what we could to raise a dollar here and there. For example, my mother, Nan Walton, got the idea during the Depression to start a little milk business. I'd get up early in the morning and milk the cows, Mother would prepare and bottle the milk, and I'd deliver it after football practice in the afternoons. We had ten or twelve customers, who paid ten cents a gallon. Best of all, Mother would skim the cream and make ice cream, and it's a wonder I wasn't known as Fat Sam Walton in those days from all the ice cream I ate.

I also started selling magazine subscriptions, probably as young as seven or eight years old, and I had paper routes from the seventh grade all the way through college. I raised and sold rabbits and pigeons too, nothing really unusual for country boys of that era.

I learned from a very early age that it was important for us kids to help provide for the home, to be contributors rather than just takers. In the process, of course, we learned how much hard work it took to get your hands on a dollar, and that when you did it was worth something. One thing my mother and dad shared completely was their approach to money: they just didn't spend it.

#### **BUD WALTON:**

"People can't understand why we're still so conservative. They make a big deal about Sam being a billionaire and driving an old pickup truck or buying his clothes at Wal-Mart or refusing to fly first class.

"It's just the way we were brought up.

"When a penny is lying out there on the street, how many people would go out there and pick it up? I'll bet I would. And I know Sam would."

#### **STEPHEN PUMPHREY, PHOTOGRAPHER:**

"Once I was setting up to photograph Sam out on the tarmac of some little airport in Missouri. He was over filing a flight plan, and I threw a nickel down on the pavement—trying to be cute—and said to my assistant: 'Lets see if he picks it up.' Planes are landing and taking off, and Sam comes walking over in a big hurry, a little put out that he has to pose for another picture. 'Okay,' he says, 'where do you want me to stand—on that nickel?'"

By the time I got out in the world ready to make something of myself, I already had a strongly ingrained respect for the value of a dollar. But my knowledge about money and finances probably wasn't all that sophisticated in spite of the business degree I had. Then I got to know Helen's family, and listening to her father, L. S. Robson, was an education in itself. He influenced me a great deal. He was a great salesman, one of the most persuasive individuals I have ever met. And I am sure his success as a trader and a businessman, his knowledge of finance and the law, and his philosophy had a big effect on me. My competitive nature was such that I saw his success and admired it. I didn't envy it. I admired it. I said to myself: maybe I will be as successful as he is someday.

The Robsons were very smart about the way they handled their finances: Helen's father organized his ranch and family businesses as a partnership, and Helen and her brothers were all partners. They all took turns doing the ranch books and things like that. Helen has a B.S. degree in finance, which back then was really unusual for a woman. Anyway, Mr. Robson advised us to do the same thing with our family, and we did, way back in 1953. What little we had at the time, we put into a partnership with our kids, which was later incorporated into Walton Enterprises.

Over the years, our Wal-Mart stock has gone into that partnership. Then the board of Walton Enterprises, which is us, the family, makes decisions on a consensus basis. Sometimes we argue, and sometimes we don't. But we control the amount we pay out to each of us, and everybody gets the same. The kids got as much over the years as Helen and I did, except I got a salary, which my son, Jim, now draws as head of Walton Enterprises. That way, we accumulated funds in Enterprises rather than throwing it all over the place to live high. And we certainly drew all we needed, probably more, in my opinion.

The partnership works in a number of different ways. First, it enables us to control Wal-Mart through the family and keep it together, rather than having it sold off in pieces haphazardly. We still own 38 percent of the company's stock today, which is an unusually large stake for anyone to hold in an outfit the size of Wal-Mart, and that's the best protection there is against the takeover raiders. It's something that any family who has faith in its strength as a unit and in the growth potential of its business can do. The transfer of ownership was made so long ago that we didn't have to pay substantial gift or inheritance taxes on it. The principle behind this is simple: the best way to reduce paying estate taxes is to give your assets away before they appreciate.

It turned out to be a great philosophy and a great strategy, and I certainly wouldn't have figured it out way back then without the advice of Helen's father. It wasn't lavish or exorbitant, and that was part of the plan—to keep the family together as well as maintain a sense of balance in our standards.

#### **HELEN WALTON:**

"It was great moneywise, but there was another aspect to it: the relationship that was established among the children and with the family. It developed their sense of responsibility toward one another. You just can't beat that."

So along comes *Forbes* in 1985 and says I'm the richest man in America. Well, there's no question that if you multiply the Wal-Mart stock price by how much we own, then maybe we are worth \$20 or \$25 billion, or whatever they say. The family may have those kinds of assets, but I have never seen that myself. For one thing, Helen and I only own 20 percent of our family's total interest in Wal-Mart. For another, as long as I have anything to do with it—and I'm confident this attitude will last at least another generation — most of that Wal-Mart stock is staying right where it is. We don't need the money. We don't need to buy a yacht. And thank goodness we never thought we had to go out and buy anything like an island. We just don't have those kinds of needs or ambitions,

which wreck a lot of companies when they get along in years. Some families sell their stock off a little at a time to live high, and then – boom – somebody takes them over, and it all goes down the drain. One of the real reasons I'm writing this book is so my grandchildren and great-grandchildren will read it years from now and know this: If you start any of that foolishness, I'll come back and haunt you. So don't even think about it.

Not that I'm trying to poor-mouth here. We certainly have had more than adequate funds in this family for a long time-even before we got Wal-Mart cranked up. Here's the thing: money never has meant that much to me, not even in the sense of keeping score. If we had enough groceries, and a nice place to live, plenty of room to keep and feed my bird dogs, a place to hunt, a place to play tennis, and the means to get the kids good educations – that's rich. No question about it. And we have it. We're not crazy. We don't live like paupers the way some people depict us. We all love to fly, and we have nice airplanes, but I've owned about eighteen airplanes over the years, and I never bought one of them new. We have our family meetings at fine places like the Ritz-Carlton in Naples, Florida, or the Del Coronado in San Diego. This house we live in was designed by E. Fay Jones, who lives down the road in Fayetteville and is a world-famous disciple of Frank Lloyd Wright. And even though I think it cost too much, I have to admit that it's beautiful – but in a real simple, natural kind of way.

We're not ashamed of having money, but I just don't believe a big showy lifestyle is appropriate for anywhere, least of all here in Bentonville where folks work hard for their money and where we all know that everyone puts on their trousers one leg at a time. I'm not sure I ever really figured out this celebrity business. Why in the world, for example, would I get an invitation to Elizabeth Taylor's wedding out in Hollywood? I still can't believe it was news that I get my hair cut at the barbershop. Where else would I get it cut? Why do I drive a pickup truck? What am I supposed to haul my dogs around in, a Rolls Royce?

Nowadays, I'm willing to concede that some good may have come from that magazine article and all the hubbub it created, as much as I hated it for years. At first I thought it was going to be bad for my relationship with the associates in the stores. But I found out that, gosh, they almost looked at it like: "Look, we helped him get there. Good for him!" I think my coming by to visit the stores somehow means more to them now. I noticed a big difference in their reaction since that list made me into sort of a public figure. And, of course, our customers seem to get a kick out of it too—asking me to autograph dollar bills and other stuff.

#### CHARLIE BAUM, EARLY WAL-MART PARTNER:

"I've known Sam since his first store in Newport, Arkansas, and I believe that money is, in some respects, almost immaterial to him. What motivates the man is the desire to absolutely be on top of the heap. It is *not* money. Money drives him crazy now. His question to me at 6 A.M. not long ago was 'How do you inspire a grandchild to go to work if they know they'll never have a poor day in their life?"

#### DAVID GLASS, CEO, WAL-MART:

"Does Sam have money? I've been traveling with him for thirty years, and you could never tell it by me. In fact, if I didn't read the proxy statement every year, I'd swear he was broke. I remember one time we were flying out of New York—on a commercial flight —going to see our friends at The Limited in Columbus, Ohio—and all of a sudden at the airport, Sam sort of looks startled and says, 'David, I don't have any money with me. Do you?' I reached in my wallet and pulled out two twenties. He looked at them and said, 'You won't need both of those, let me borrow one.' "

Now, when it comes to Wal-Mart, there's no two ways about it: I'm cheap. I think it's a real statement that Wal-Mart never bought a jet until after we were approaching \$40 billion in sales and expanded as far away as California and Maine, and even then they had to practically tie me up and hold me down to do it. On the road, we sleep two to a room, although as I've gotten older I have finally started staying in my own room. We stay in Holiday Inns and Ramada Inns and Days Inns, and we eat a lot at family restaurants – when we have time to eat. A lot of what goes on these days with high-flying companies and these overpaid CEO's, who're really just looting from the top and aren't watching out for anybody but themselves, really upsets me. It's one of the main things wrong with American business today.

#### GARY REINBOTH, EARLY STORE MANAGER, WAL-MART:

"In those days, we would go on these buying trips with Sam, and we'd all stay, as much as we could, in one room or two. I remember one time in Chicago when we stayed eight of us to a room. And the room wasn't very big to begin with. You might say we were on a pretty restricted budget."

But sometimes I'm asked why today, when Wal-Mart has been so successful, when we're a \$50 billion-plus company, should we stay so cheap? That's simple: because we believe in the value of the dollar. We exist to provide value to our customers, which means that in addition to quality and service, we have to save them money. Every time Wal-Mart spends one dollar foolishly, it comes right out of our customers' pockets. Every time we save them a dollar, that puts us one more step ahead of the competition—which is where we always plan to be.

#### STARTING ON A DIME

"From the time we were kids, Sam could excel at anything he set his mind to. I guess it's just the way he was born. Back when he carried newspapers, they had a contest. I've forgotten what the prizes were—maybe \$10, who knows. He won that contest, going out selling new subscriptions door to door. And he knew he was going to win. It's just the makeup of the man. My only explanation is that Sam has a lot of our mother's characteristics."

#### -BUD WALTON

I don't know what causes a person to be ambitious, but it is a fact that I have been overblessed with drive and ambition from the time I hit the ground, and I expect my brother's probably right. Our mother was extremely ambitious for her kids. She read a lot and loved education, although she didn't have too much herself. She went to college for a year before she quit to get married, and maybe to compensate for that, she just ordained from the beginning that I would go to college and make something of myself. One of the great sadnesses in my life is that she died young, of cancer, just as we were beginning to do well in business.

Mother must have been a pretty special motivator, because I took her seriously when she told me I should always try to be the best I could at whatever I took on. So, I have always pursued everything I was interested in with a true passion – some would say obsession – to win. I've always held the bar pretty high for myself: I've set extremely high personal goals.

Even when I was a little kid in Marshall, Missouri, I remember being ambitious. I was a class officer several years. I played football and baseball and basketball with the other kids, and I swam in the summers. I was so competitive that when I started Boy Scouts in Marshall I made a bet with the other guys about which one of us would be the first to reach the rank of Eagle. Before I made Eagle in