

WALTON JIM C
Form 4
August 24, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WALTON JIM C

(Last) (First) (Middle)

P.O. BOX 1860

(Street)

BENTONVILLE, AR 72712

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Walmart Inc. [WMT]

3. Date of Earliest Transaction
(Month/Day/Year)
08/23/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/23/2018		J ⁽¹⁾	5,000,000 ⁽¹⁾	D \$ 0 ⁽¹⁾	64,045,884	I By Trust
Common Stock	08/23/2018		S	525,008	D \$ 95.3393 ⁽²⁾	63,520,876	I By Trust
Common Stock	08/23/2018		J ⁽³⁾	5,000,000 ⁽³⁾	A \$ 0 ⁽³⁾	15,557,224	D
Common Stock	08/24/2018		J ⁽⁴⁾	2,800,000 ⁽⁴⁾	D \$ 0 ⁽⁴⁾	60,720,876	I By Trust
Common Stock	08/24/2018		S	707,761	D \$ 95.0639 ⁽⁵⁾	60,013,115	I By Trust

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Common Stock	08/24/2018	S	43,293	D	\$ 95.5417 (6)	59,969,822	I	By Trust (7)
Common Stock						1,415,891,131	I	By Limited Liability Company (8)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WALTON JIM C P.O. BOX 1860 BENTONVILLE, AR 72712	X

Signatures

/s/ Jennifer F. Rudolph, by Power of Attorney 08/24/2018

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The transaction is a distribution of 5,000,000 shares of Common Stock, for no consideration, by the Walton Family Holdings Trust (the "Trust") to the reporting person.

(2) This sale from the Trust was executed in multiple trades at prices ranging from \$95.06 to \$95.85, inclusive. The price reported above reflects the weighted average sales price. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and prices at which the transaction was effected.

- (3) The transaction is the receipt of 5,000,000 shares of Common Stock, for no consideration, in a distribution from the Trust.

- (4) The transaction is a distribution of 2,800,000 shares of Common Stock, for no consideration, by the Trust to certain beneficiaries of the Trust.

(5) This sale from the Trust was executed in multiple trades at prices ranging from \$94.50 to \$95.495, inclusive. The price reported above reflects the weighted average sale price. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and prices at which the transaction was effected.

(6) This sale from the Trust was executed in multiple trades at prices ranging from \$95.50 to \$95.63, inclusive. The price reported above reflects the weighted average sale price. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares and prices at which the transaction was effected.

- (7) The reporting person is a trustee of the Trust, the entity that owns 59,969,822 shares of Common Stock. The reporting person disclaims beneficial ownership of the reported securities held by the Trust except to the extent of his pecuniary interest therein.

- (8) The reporting person is a member of Walton Enterprises, LLC, the entity that owns 1,415,891,131 shares of Common Stock. The reporting person disclaims beneficial ownership of the reported securities held by such LLC except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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