

WALTON ALICE L

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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WALTON ALICE L

(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) |          |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|----------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                   | (A) or (D) | Price                                                                                         |                                                          |                                                       |          |
| Common Stock                    | 08/23/2018                           |                                                    | J <sup>(1)</sup>               |                                                                   | 5,000,000 <sup>(1)</sup> | D          | \$ 0 <sup>(1)</sup>                                                                           | 64,045,884                                               | I                                                     | By Trust |
| Common Stock                    | 08/23/2018                           |                                                    | S                              |                                                                   | 525,008                  | D          | \$ 95.3393 <sup>(2)</sup>                                                                     | 63,520,876                                               | I                                                     | By Trust |
| Common Stock                    | 08/24/2018                           |                                                    | J <sup>(3)</sup>               |                                                                   | 2,800,000 <sup>(3)</sup> | D          | \$ 0 <sup>(3)</sup>                                                                           | 60,720,876                                               | I                                                     | By Trust |
| Common Stock                    | 08/24/2018                           |                                                    | J <sup>(4)</sup>               |                                                                   | 2,000,000 <sup>(4)</sup> | A          | \$ 0 <sup>(4)</sup>                                                                           | 8,748,580                                                | D                                                     |          |
| Common Stock                    | 08/24/2018                           |                                                    | S                              |                                                                   | 707,761                  | D          | \$ 95.0639 <sup>(5)</sup>                                                                     | 60,013,115                                               | I                                                     | By Trust |

# Edgar Filing: WALTON ALICE L - Form 4

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

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

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

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships                    |
|----------------------------------------------------------|----------------------------------|
|                                                          | Director 10% Owner Officer Other |
| WALTON ALICE L<br>P.O. BOX 1860<br>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 a beneficiary of the Trust.

(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 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.

- (3) 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, including the reporting person.

- (4) The transaction is the receipt of 2,000,000 shares of Common Stock, for no consideration, in a distribution from 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 holds 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 her 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 her 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.