

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

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *				2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer					
										(Check all applicable)					
		W	alm	art Ir	ıc. [ WI	MT	]								
(Middle)		3. I	3. Date of Earliest Transaction (MM/DD/YYYY)												
221 RIVER STREET, 8TH FLOOR				10/29/2019						Executive Vic	e Preside	ent			
		4. I	4. If Amendment, Date Original Filed (MM/DD/YYYY)						6. Individual or Joint/Group Filing (Check Applicable Line)						
HOBOKEN, NJ 07030 (City) (State) (Zip)										_X _ Form filed by One Reporting Person Form filed by More than One Reporting Person					
Table	e I - Non	-Der	ivati	ive Sec	urities Ac	equi	red, Dis	sposed o	of, or	Ben	neficially Owne	ed			
1.Title of Security (Instr. 3)			2A. Deemed Execution Date, if any		3. Trans. Code (Instr. 8)		4. Securities Acquired (. Disposed of (D) (Instr. 3, 4 and 5)			F	Following Reported Transaction(s)		6. 7. Nature Ownership of Indirect Form: Beneficial Direct (D) Ownership		
					Code	V	Amount	(A) or (D)	Pric	e				or Indirect (I) (Instr. 4)	(Instr. 4)
	10/29/20	19			F		37789 <u>(1</u>	<u>D</u>	\$119.	22	2	931084		D	
Derivativ	ve Secur	ities ]	Bene	eficially	Owned	(e.g.	, puts,	calls, wa	ırran	ts, o	options, conver	tible secu	urities)		
rsion Date Execut	ion (Instr. 8)		. 8) Derivati Acquire Dispose		tive Securities ed (A) or ed of (D)			Securities Und Derivative Sec		Underlying Security	Derivative Security	derivative Securities Beneficially Owned	Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Dat Exe	te	Expiration	Title		ount or Number of		Reported Transaction(s)	or Indirect	
	(Middle)  I FLOC  (Zip)  Table  Derivativ  . 3A. De Execut	(Middle)  I FLOOR  (Zip)  Table I - Non  2. Trans. I  10/29/20  Derivative Secur  3A. Deemed 4.7	W   (Middle)   3. 1	(Middle) 3. Date  I FLOOR  4. If An  (Zip)  Table I - Non-Derivati  2. Trans. Date   2A. D. Execution   2A.	(Middle)  3. Date of Early  3. Date of Early  4. If Amendme  (Zip)  Table I - Non-Derivative Securities  2. Trans. Date Execution Date, if any  Derivative Securities Beneficially  3. Deemed Execution Date, if any  Derivative Securities Beneficially  10/29/2019  Derivative Securities Beneficially  13. Deemed Execution Date, if any  Derivative Securities Beneficially  13. Deemed Execution Date, if any  Derivative Securities Beneficially  13. Date of Early  24. If Amendme	Walmart Inc. [ WI  (Middle) 3. Date of Earliest Trans  10/  4. If Amendment, Date of Earliest Trans  2. Trans. Date 2. A. Deemed Execution Date, if any  10/29/2019 F  Derivative Securities Beneficially Owned  3. Trans. Code Execution Code Securities Beneficially Owned  1. 3A. Deemed (Instr. 8) Derivative Securities Securities Derivative Securities De	Walmart Inc. [ WMT  3. Date of Earliest Transaction  10/29/2  4. If Amendment, Date Orig  2. Trans. Date   2A. Deemed Execution Date, if any   2A. Deemed Instr. 8)  Code   V   10/29/2019   F   Code   Code	Walmart Inc. [ WMT ]	Walmart Inc. [ WMT ]	Walmart Inc. [WMT]	Malmart Inc. [ WMT ]	Walmart Inc. [ WMT ]    Solution   August   Augu	Walmart Inc. [ WMT ]	Malmart Inc. [ WMT ]	Walmart Inc.   WMT

#### **Explanation of Responses:**

(1)	Represents stock units withheld to satisfy tax withholding obligations upon the partial vesting of previously reported 3,554,093 restricted stock units (the
	"RSUs") that were granted to the Reporting Person on September 19, 2016, in connection with, and in consideration of, the Issuer's acquisition of Jet.com,
	Inc. and the Reporting Person becoming an employee and executive officer of the Issuer. The Reporting Person cannot exercise voting rights over the
	remaining portion of the unvested RSUs.

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Lore Marc E. 221 RIVER STREET, 8TH FLOOR HOBOKEN, NJ 07030			Executive Vice President			

### **Signatures**

/s/ Kristopher A. Isham, by power of attorney	10/30/201
**Signature of Reporting Person	Date

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

- \* 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).

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

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.