

[] 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

| Name and Address of Reporting Person * | | | | | | | | | | | | mbo | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|--|---|--------------|-------------|--|---|---------------------------|--------|---------------|-----------------|--|----------------|---|---|---|---|---|---|--|
| WALTON ALICE L | | | | | Walmart Inc. [WMT] | | | | | | | | | | | | | |
| (Last) (First) (Middle) | | | | | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | | Director | | _X_ | 10% Owner | | | | |
| (Lust) (Tist) (Middle) | | | | | , , , | | | | | | | | Officer (giv | Officer (give title below) Other (specify below) | | | | |
| P.O. BOX 1860 | | | | | 9/11/2018 | | | | | | | | | | | | | |
| (Street) | | | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | | | | | M/DD | 6. Individual | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| BENTONVILLE, AR 72712 | | | | | | | | | | | | | X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) (State) (Zip) | | | | | | | | | | | | | | | | | | |
| | | | Table | I - Non-I |)eriv | ative Se | curiti | es Ac | qui | ired, Di | ispose | d of | , or B | eneficially Own | ed | | | |
| 1.Title of Security (Instr. 3) 2. Trans. D | | | Trans. Date | te 2A. Deemed Execution Date, if any | | 3. Trans. Code (Instr. 8) | | e | Disposed of (D) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | | Ownership of Ind Form: Benef | Beneficial | | | |
| | | | | | | Coc | le | v | Amount | (A) or (D) | I | Price | | | | | Ownership (Instr. 4) | |
| Common Stock 9/11/2018 | | | 9/11/2018 | | | s | | | 590911 | D | \$96.9 | 9148 | <u>D</u> 5 | 9148411 | | I | By Trust | |
| Common Stock 9/11/2018 | | | 9/11/2018 | | | S | | | 9089 | D | \$97.5 | 5642 | 2) 5 | 9139322 | | I | By Trust | |
| Common Stock 9/12/2018 | | | | | s | | | 430640 | D | \$96.2 | 2603 | 5 | 58708682 | | I | By Trust | | |
| Common Stock 9/12/2018 | | | | | J (4 | <u>4)</u> | | 547840 (4) | D | S | 0 (4) | 5 | 58160842 | | I | By Trust | | |
| Common Stock | | | | | | | | | | | | (| 6748580 | | D | | | |
| Common Stock | | | | | | | | | | | | 14 | 1415891131 | | I | By Limited Liability Company | | |
| | Tabl | le II - Deri | ivative | Securition | es Bei | neficiall | ly Ow | ned (| e.g | . , puts | , calls | , wa | rrant | s, options, conve | rtible sec | curities) | | |
| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative | of Date | | on (Instr | Acqui Dispo | | | | | 6. Date Exercisable and Expiration Date | | S | Securiti | es Underlying ve Security | 8. Price of Derivative Security (Instr. 5) | Securities Beneficially Owned | Ownership Form of Derivative Security: | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | Security | | | Coo | le | V (A) | | (D) | Da Ex | ate ercisable | Expira Date | tion | | mount or Number of hares | | Following Reported Transaction(s) (Instr. 4) | Direct (D) or Indirect (I) (Instr. 4) | |

Explanation of Responses:

- (1) This sale from the Walton Family Holdings Trust (the "Trust") was executed in multiple trades at prices ranging from \$96.50 to \$97.49, 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.
- (2) This sale from the Trust was executed in multiple trades at prices ranging from \$97.50 to \$97.66, 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) This sale from the Trust was executed in multiple trades at prices ranging from \$96.00 to \$96.68, 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.
- (4) The transaction is a distribution of 547,840 shares of Common Stock, for no consideration, by the Trust to certain beneficiaries of the Trust.
- (5) The reporting person is a trustee of the Trust, the entity that owns 58,160,842 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.
- (6) 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.

| Reporting Owners | | |
|------------------|--|--|
| | | |

| Paparting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| WALTON ALICE L | | | | | | |
| P.O. BOX 1860 | | X | | | | |
| BENTONVILLE, AR 72712 | | | | | | |

Signatures

| /s/ Jennifer F. Rudolph, by Power of Attorney | 9/13/2018 | | |
|---|-----------|--|--|
| *** 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.