

[] 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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

## 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)				
WALTON JIM C					WAL MART STORES INC [ WMT ]												
(Last) (First) (Middle)					3. Date of Earliest Transaction (MM/DD/YYYY)							Director					
												Officer (give title below) Other (specify below)					
702 SW 8TH STREET					8/23/2016												
(Street)					4. If Amendment, Date Original Filed (MM/DD/YYYY)							6. Individual or Joint/Group Filing (Check Applicable Line)					
BENTONVILLE, AR 72716-0215 (City) (State) (Zip)												_ X _ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(4)				- Non-I	)eriva	tive Se	curities	Aca	nired D	isnose	ed of	or R	eneficially Own	ed.			
					e 2A. Deemed Execution Date, if any		3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Ownership Form:	Beneficial		
							Code	V	Amount	(A) or (D)	I	Price					Ownership (Instr. 4)
Common Stock 8/23/				23/2016			S		1419101	D	\$72.4	4649 <u>(1</u>	168191706		I	By Trust	
Common Stock 8/24/2016				24/2016			s		1723745	D	\$72.3	3594 (2	166467961 (3)		I	By Trust	
Common Stock													1050	07127.0465		D	
Common Stock													1415891131 (4)			I	By Limited Liability Company
	Tabl	e II - Deri	ivative S	ecuritie	s Ben	eficiall	y Owne	d ( e	.g. , puts	, calls	s, wa	rrants	, options, conve	rtible sec	urities)	1	
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	Date Ex	3A. Deeme Execution Date, if an	(Instr.	Acqu Disp				6. Date Exercisable and Expiration Date		S	Securitie	s Underlying ve Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned	Form of Derivative Security:	Beneficial Ownership (Instr. 4)
	Security			Coc	le V	e V (A)		(D)		Expira Date	Title Amo		mount or Number of nares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	

## **Explanation of Responses:**

- ( This sale from the Walton Family Holdings Trust was executed in multiple trades at prices ranging from \$72.00 to \$72.99, inclusive. The price reported above
- 1) 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.
- ( This sale from the Walton Family Holdings Trust was executed in multiple trades at prices ranging from \$71.80 to \$72.745, inclusive. The price reported
- 2) 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.
- ( The reporting person is a co-trustee of the Walton Family Holdings Trust, the entity that owns 166,467,961 shares of Common Stock. The reporting person
- 3) disclaims beneficial ownership of the reported securities held by such Trust except to the extent of his pecuniary interest therein.
- ( 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
- 4) beneficial ownership of the reported securities held by such LLC except to the extent of his pecuniary interest therein.

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
WALTON JIM C								
702 SW 8TH STREET		X						
BENTONVILLE, AR 72716-0215								

/s/ Jennifer F. Rudolph, by Power of Attorney

8/25/2016

\*\* 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.