

[] 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. I | 2. Issuer Name and Ticker or Trading Symbol | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | |
|---|-------------------------------|-------------------|----------|---|--|--|----------------------------|------------|---|---|--------------------|-------------------------|--|---|---|---|--|--|
| Walton Steuart L | | | | | W | WAL MART STORES INC [WMT] | | | | | | | | Jiicaole) | | | | |
| (Last) (First) (Middle) | | | | 3. I | 3. Date of Earliest Transaction (MM/DD/YYYY) | | | | | | | | X _ Director 10% Owner Officer (give title below) Other (specify below) | | | | | |
| 702 SW 8TH STREET | | | | | | | | 12/3 | 1/2 | 016 | | | | | | | | |
| (Street) | | | | | 4. I | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| BENTONVILLE, AR 72716 (City) (State) (Zip) | | | | | | | | | | | | | | X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (City) | (State) | , (<u>Z</u> | | I - Noi | ı-Der | ivati | ve Seci | ırities Ac | anir | ed. Dis | sposed o | of, or | Beneficially Own | ed | | | | |
| 1. Title of Security (Instr. 3) | | | | | 2A. D Execu | eemed | 3. Trans. Co (Instr. 8) | • | 4. Securities Acquired (A) or Disposed of (D) | | | .) 5. Amount of Securit | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | | | 7. Nature of Indirect Beneficial | | |
| | | | | | | | Code | V | Amour | (A) or | r Pric | e | | | Direct (D) Owners or Indirect (I) (Instr. 4) | | | |
| Common Stock 12/31/201 | | | | 016 | 16 | | A | | 326 | <u>A</u> | \$0 | 2393 | 239358.6334 (2) | | D | | | |
| | Table | II - Der | ivative | Securi | ities I | Benet | ficially | Owned (| e.g. , | , puts, | calls, w | arran | ts, options, conve | ertible sec | urities) | | | |
| 1. Title of Derivate Security (Instr. 3) Conver or Exer Price or Derivat | rsion E rcise f tive | 3. Trans. Date | Executio | 3A. Deemed Execution Date, if any | | Code | | | | 6. Date Exercisable and Expiration Date | | | e and Amount of ties Underlying ative Security 3 and 4) | Derivative Security | Securities Beneficially Owned | Ownership Form of Derivative Security: | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Securit | У | | | | Code | V | (A) | (D) | Date Exercis | cisable | Expiration Date | Title | Amount or Number of Shares | | Following Reported Transaction(s) (Instr. 4) | Direct (D) or Indirect (I) (Instr. 4) | | |
| Explanation of Responsible (Represents quarter | | ctor con | npensati | on, wh | ich th | ie Re | porting | Person el | ected | d to de | fer in the | e form | of shares. The nu | mber of s | hares was de | termined | by using | |

- 1) the closing price of the Issuer's common stock on the last trading day before the date of grant.
- Balance adjusted to reflect phantom shares acquired as dividend equivalents on deferred stock.

Reporting Owners

| Paparting Owner Name / Address | Relationships | | | | | | |
|---------------------------------------|---------------|-----------|---------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| Walton Steuart L 702 SW 8TH STREET | X | | | | | | |
| BENTONVILLE, AR 72716 | | | | | | | |

Signatures

/s/ Jennifer F. Rudolph, by power of attorney 1/4/2017 Date ** Signature of Reporting Person

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).

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.