WAL MART STORES INC

Form 4

August 23, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WALTON JIM C

(First)

2. Issuer Name and Ticker or Trading Symbol

WAL MART STORES INC [WMT]

5. Relationship of Reporting Person(s) to

Issuer

702 SW 8TH STREET

(Last)

Stock

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

(Check all applicable)

08/19/2016

Officer (give title below)

Director

_ 10% Owner _ Other (specify

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BENTONVILLE, AR 72716-0215

DEI(101() IEEE, 111()2/10 0210			Person							
(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Se	ecuriti	es Acquired	, Disposed of, or Bene	ficially Owne	ed	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities Acquired (A) or actionDisposed of (D) (Instr. 3, 4 and 5) 8) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Ilisu: 3 and 4)	(I) (Instr. 4)		
Common Stock	08/19/2016		S	1,607,520	D	\$ 73.0696 (1)	171,505,685	I	By Trust	
Common Stock	08/19/2016		S	353,300	D	\$ 74.0967 (2)	171,152,385	I	By Trust	
Common Stock	08/22/2016		S	1,541,578	D	\$ 72.726 (3)	169,610,807 (4)	I	By Trust	
Common Stock							10,507,127.0465	D		
Common							1,415,891,131 (5)	I	Ву	

Limited

Liability Company

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Ti+la	Or		
						Exercisable	Date	Title	Number		
				C-1- V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

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

Signatures

/s/ Jennifer F. Rudolph, by Power of Attorney 08/23/2016

**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).

This sale from the Walton Family Holdings Trust was executed in multiple trades at prices ranging from \$72.75 to \$73.745, 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)

Reporting Owners 2

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This sale from the Walton Family Holdings Trust was executed in multiple trades at prices ranging from \$73.75 to \$74.275, 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.

- This sale from the Walton Family Holdings Trust was executed in multiple trades at prices ranging from \$72.45 to \$73.01, 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.
- The reporting person is a co-trustee of the Walton Family Holdings Trust, the entity that owns 169,610,807 shares of Common Stock. The reporting person 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

 (5) reporting person disclaims beneficial ownership of the reported securities held by such LLC except to the extent of his 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.