

WALTON JIM C  
Form 4  
March 22, 2019

**FORM 4**

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
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  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

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

2. Issuer Name **and** Ticker or Trading  
Symbol  
Walmart Inc. [WMT]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

P.O. BOX 1860

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/20/2019

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(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  
Person

BENTONVILLE, AR 72712

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |                          |            | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                   | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Stock                    | 03/20/2019                           |                                                    | S                              |                                                                   | 743,424                  | D          | \$ 99.0148 <sup>(1)</sup>                                                                     | 25,111,210                                               | I By Trust                                            |
| Common Stock                    | 03/20/2019                           |                                                    | S                              |                                                                   | 400                      | D          | \$ 99.54                                                                                      | 25,110,810                                               | I By Trust                                            |
| Common Stock                    | 03/21/2019                           |                                                    | J <sup>(2)</sup>               |                                                                   | 4,726,507 <sup>(2)</sup> | D          | \$ 0 <sup>(2)</sup>                                                                           | 20,384,303                                               | I By Trust                                            |
| Common Stock                    | 03/21/2019                           |                                                    | J <sup>(3)</sup>               |                                                                   | 2,544,856 <sup>(3)</sup> | A          | \$ 0 <sup>(3)</sup>                                                                           | 18,102,080                                               | D                                                     |
| Common Stock                    | 03/21/2019                           |                                                    | G                              | V                                                                 | 600,000 <sup>(4)</sup>   | D          | \$ 0                                                                                          | 17,502,080                                               | D                                                     |

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|              |            |   |         |   |                      |               |   |                                     |
|--------------|------------|---|---------|---|----------------------|---------------|---|-------------------------------------|
| Common Stock | 03/21/2019 | S | 900,589 | D | \$<br>98.7729<br>(5) | 19,483,714    | I | By Trust                            |
| Common Stock | 03/21/2019 | S | 4,610   | D | \$<br>99.1098<br>(6) | 19,479,104    | I | By Trust<br>(7)                     |
| Common Stock |            |   |         |   |                      | 1,415,891,131 | I | By Limited Liability Company<br>(8) |

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

**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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                     |

## Reporting Owners

| Reporting Owner Name / Address                         | Relationships |           |         |       |
|--------------------------------------------------------|---------------|-----------|---------|-------|
|                                                        | Director      | 10% Owner | Officer | Other |
| WALTON JIM C<br>P.O. BOX 1860<br>BENTONVILLE, AR 72712 |               | X         |         |       |

## Signatures

/s/ Jennifer F. Rudolph, by Power of Attorney 03/22/2019

\_\_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).

(1) This sale from the Walton Family Holdings Trust (the "Trust") was executed in multiple trades at prices ranging from \$98.54 to \$99.52, 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) The transaction is a distribution of 4,726,507 shares of Common Stock, for no consideration, by the Trust to certain beneficiaries of the Trust.

(3) The transaction is the receipt of 2,544,856 shares of Common Stock, for no consideration, in a distribution from the Trust.

(4) On March 21, 2019, the reporting person made a charitable gift of 600,000 shares of Common Stock.

(5) This sale from the Trust was executed in multiple trades at prices ranging from \$98.10 to \$99.09, 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.

(6) This sale from the Trust was executed in multiple trades at prices ranging from \$99.10 to \$99.13, 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.

(7) The reporting person is a trustee of the Trust, the entity that owns 19,479,104 shares of Common Stock. The reporting person disclaims beneficial ownership of the reported securities held by the Trust except to the extent of his pecuniary interest therein.

(8) 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 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.

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