

WALTON ALICE L

Form 4

August 23, 2017

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 ALICE L

2. Issuer Name **and** Ticker or Trading
Symbol
WAL MART STORES 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)
08/21/2017

____ 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)

BENTONVILLE, AR 72712

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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)
Common Stock	08/21/2017		J ⁽¹⁾	6,245,000 ⁽¹⁾	D \$ 0 ⁽¹⁾	107,595,144 I	By Trust
Common Stock	08/21/2017		J ⁽²⁾	3,300,000 ⁽²⁾	A \$ 0 ⁽²⁾	10,048,580 D	
Common Stock	08/21/2017		S	31,546 D	\$ 80.0101 ⁽³⁾	107,563,598 I	By Trust
Common Stock	08/22/2017		S	442,496 D	\$ 80.0421 ⁽⁴⁾	107,121,102 I	By Trust ⁽⁵⁾
Common Stock	08/22/2017		G V	3,300,000 ⁽⁶⁾	D \$ 0	6,748,580 D	

Common
Stock

1,415,891,131 I

By
Limited
Liability
Company
(7)

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

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(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Jennifer F. Rudolph, by Power of
Attorney 08/23/2017

**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) The transaction is a distribution of 6,245,000 shares of Common Stock, for no consideration, by the Walton Family Holdings Trust (the "Trust") to certain beneficiaries of the Trust (the "Distribution").

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- (2) The transaction is the receipt of 3,300,000 shares of Common Stock, for no consideration, in the Distribution.

This sale from the Trust was executed in multiple trades at prices ranging from \$80.00 to \$80.06, 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 \$80.00 to \$80.15, 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)

- (5) The reporting person is a trustee of the Trust, the entity that owns 107,121,102 shares of Common Stock. The reporting person disclaims beneficial ownership of the reported securities held by such Trust except to the extent of her pecuniary interest therein.

- (6) On August 22, 2017, the reporting person made a charitable gift of 3,300,000 shares of Common Stock.

The reporting person is a member of Walton Enterprises, LLC, the entity that owns 1,415,891,131 shares of Common Stock. The

- (7) reporting person disclaims beneficial ownership of the reported securities held by such LLC except to the extent of her 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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