#### WAL MART STORES INC

Form 4

March 02, 2017

#### FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

#### 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** 

**SECURITIES** 

Form 5 obligations may continue. See Instruction

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

(Middle)

(Zip)

1(b).

(Last)

(City)

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \* WALTON S ROBSON

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

WAL MART STORES INC [WMT]

(Check all applicable)

702 S.W. 8TH STREET

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

02/28/2017

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

6. Individual or Joint/Group Filing(Check

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

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

3,342,653.0482 D

BENTONVILLE, AR 72716-0215

(State)

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

1.Tit Secu (Inst	•	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities and on Disposed of (Instr. 3, 4 an Amount	D)	red (A) or Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
Con	nmon ck	02/28/2017		S	1,947,020	D	\$ 70.6485 (1)	138,516,319	I	By Trust
Cor	nmon ck	02/28/2017		J(2)	1,715,000 (2)	D	\$ 0 (2)	136,801,319	I	By Trust
Cor	nmon ck	03/01/2017		S	2,023,992	D	\$ 70.443 (3)	134,777,327	I	By Trust
Cor	nmon ck	03/02/2017		S	571,349	D	\$ 70.4987 (4)	134,205,978 (5)	I	By Trust
Con	nmon							2 2/2 652 0/82	D	

By Common 1,415,891,131 Limited (6) Stock Liability Company

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	4. Transac Code (Instr. 8	5. tiorNumber of ) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	S	ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo 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 S ROBSON 702 S.W. 8TH STREET BENTONVILLE, AR 72716-0215	X	X				

### **Signatures**

/s/ Jennifer F. Rudolph, by power of 03/02/2017 attorney

Date

# **Explanation of Responses:**

\*\*Signature of Reporting Person

- 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 \$70.25 to \$70.955, 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

Reporting Owners 2

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shares and prices at which the transaction was effected.

- (2) The transaction is a distribution of 1,715,000 shares of Common Stock, for no consideration, by the Walton Family Holdings Trust (the "Trust") to certain beneficiaries of the Trust.
- This sale from the Walton Family Holdings Trust was executed in multiple trades at prices ranging from \$70.15 to \$71.01, 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.
- This sale from the Walton Family Holdings Trust was executed in multiple trades at prices ranging from \$70.17 to \$70.78, 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 trustee of the Walton Family Holdings Trust, the entity that owns 134,205,978 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 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.