

McMillon C Douglas
Form 4
March 13, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
McMillon C Douglas

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)
702 S.W. 8TH STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

BENTONVILLE, AR 72716-0215

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 or Price					
Common Stock	03/09/2018		A		152,915 (1)	A	\$ 0	1,086,418.079 (2)	D	
Common Stock	03/09/2018		F		70,724 (3)	D	\$ 87.92	1,015,694.079	D	
Common Stock	03/09/2018		A		230,543 (4)	A	\$ 0	1,246,237.079	D	
Common Stock								1,699.5898	I	By 401(k)
Common								1,741	I	By Trust for Wife
Common								2,258	I	By Son

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- (1) Represents the vesting of performance share units for the three-year period ending January 31, 2018, as certified by the Compensation and Management Development Committee on March 9, 2018.
- (2) Balance adjusted to reflect shares acquired through the Walmart Inc. Associate Stock Purchase Plan.
- (3) Represents shares withheld to satisfy tax withholding obligations upon the vesting of performance share units.
- (4) Represents restricted stock units earned by Reporting Person upon achievement of performance goals for the one-year period ended Jan. 31, 2018, as certified by the Compensation and Management Development Committee on March 9, 2018. The restricted stock units are scheduled to vest Jan. 31, 2020 if Reporting Person remains employed by Issuer on that date.

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.