UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Lore Marc E.

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

3. Date of Earliest Transaction (MM/DD/YYYY) 1/21/2020

4. If Amendment, Date Original Filed (MM/DD/YYYY) __

5. Relationship of Reporting Person(s) to Issuer

☐ Director 10% Owner

☐ Officer (give title below) Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing (Check Applicable Line)

☐ X 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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount (A) or (D)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>1/21/2020</td>
<td>F</td>
<td></td>
<td>10246</td>
<td>D</td>
<td>$114.96</td>
</tr>
<tr>
<td>Common</td>
<td>1/21/2020</td>
<td>F</td>
<td></td>
<td>37791</td>
<td>D</td>
<td>$114.96</td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Exercisable and Expiration Date</th>
<th>Title of Derivative Security (Instr. 5)</th>
<th>Amount of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Relationship of Reporting Person(s) to Issuer</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

Explanation of Responses:

1. Represents shares withheld to satisfy tax withholding obligations upon the vesting of restricted stock.

2. Represents stock units withheld to satisfy tax withholding obligations upon the partial vesting of previously reported 3,554,093 restricted stock units (the "RSUs") that were granted to the Reporting Person on September 19, 2016, in connection with, and in consideration of, the Issuer's acquisition of Jet.com, Inc. and the Reporting Person becoming an employee and executive officer of the Issuer. The Reporting Person cannot exercise voting rights over the remaining portion of the unvested RSUs.

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Lore Marc E.</td>
<td>Director 10% Owner Officer Executive Vice President</td>
</tr>
</tbody>
</table>

Signatures

/s/ Kristopher A. Isham, by power of attorney 1/23/2020

**Signature of Reporting Person

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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.