**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

FLYNN TIMOTHY PATRICK  
702 SW 8TH STREET  
BENTONVILLE, AR 72716-0215

2. Issuer Name and Ticker or Trading Symbol

Walmart Inc. [ WMT ]

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

6/30/2020

5. Relationship of Reporting Person(s) to Issuer

___ Director  
X 10% Owner  
____ Officer (give title below)  
____ Other (specify below)

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

| Title of Security | Trans. Date | 2A. Deemed Execution Date, if any | Trans. Code | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 5) | Amount (A) or (D) | Price
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</thead>
<tbody>
<tr>
<td>Common</td>
<td>6/30/2020</td>
<td></td>
<td>A</td>
<td>V</td>
<td>261</td>
<td>$0</td>
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| Title of Derivate Security | Conversion or Exercise Price of Derivative Security | Trans. Date | 3A. Deemed Execution Date, if any | Trans. Code | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4)
|---------------------------|----------------------------------------------------|-------------|---------------------------------|-------------|----------------------------------------------------------------------------------------|------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------|

Explanation of Responses:

(1) Represents quarterly director compensation, which the Reporting Person elected to defer in the form of shares. The number of shares was determined by using the closing price of the Issuer's common stock on the date of grant.

(2) Balance adjusted to reflect phantom shares acquired as dividend equivalents on deferred stock.

**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>FLYNN TIMOTHY PATRICK</td>
<td>X</td>
</tr>
</tbody>
</table>

**Signatures**

/s/ Jennifer F. Rudolph, by power of attorney  
7/2/2020

**Signature of Reporting Person**  
Date

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.