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  

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

<table>
<thead>
<tr>
<th>Security</th>
<th>Date</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>11/21/2017</td>
<td>S</td>
<td>1094245</td>
<td>$96.7742</td>
<td>By Trust</td>
<td>By Trust Liability Company</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/21/2017</td>
<td>S</td>
<td>168508</td>
<td>$97.5923</td>
<td>By Trust</td>
<td>By Trust Liability Company</td>
</tr>
<tr>
<td>Common Stock</td>
<td>11/22/2017</td>
<td>S</td>
<td>826617</td>
<td>$96.3944</td>
<td>By Trust</td>
<td>By Trust Liability Company</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Security</th>
<th>Date</th>
<th>Code</th>
<th>Amount</th>
<th>Exercisable Date</th>
<th>Expiration Date</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
</table>

**Explanation of Responses:**  

1. This sale from the Walton Family Holdings Trust (the "Trust") was executed in multiple trades at prices ranging from $96.32 to $97.31, 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.

2. This sale from the Trust was executed in multiple trades at prices ranging from $97.32 to $97.91, 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 $96.125 to $96.80, 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. The reporting person is a trustee of the Trust, the entity that owns 90,697,680 shares of Common Stock. The reporting person disclaims beneficial ownership of the reported securities held by the Trust except to the extent of his pecuniary interest therein.

5. 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.
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.