**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

**WALTON JIM C**

**P.O. BOX 1860**

**BENTONVILLE, AR 72712**

### 2. Issuer Name and Ticker or Trading Symbol

**WAL MART STORES INC [ WMT ]**

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

**9/16/2016**

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

**6. Individual or Joint/Group Filing**

- **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</th>
<th>Trans. Date</th>
<th>Date of Deemed Execution Date, if any</th>
<th>Trans. Code</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>9/16/2016</td>
<td></td>
<td>V</td>
<td>D</td>
<td>152247519</td>
<td>By Trust</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The transaction is a distribution of 8,615,686 shares of Common Stock, for no consideration, by the Walton Family Holdings Trust (the "Trust") to certain beneficiaries of the Trust (the "Distribution").

2. The reporting person is a trustee of the Trust, the entity that owns 152,247,519 shares of Common Stock following the Distribution. The reporting person disclaims beneficial ownership of the reported securities held by the Trust except to the extent of his pecuniary interest therein.

3. The transaction is the receipt of 1,300,000 shares of Common Stock, for no consideration, in the Distribution.

4. 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.

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

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

**Reporting Owners**

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>WALTON JIM C</td>
<td></td>
</tr>
<tr>
<td>P.O. BOX 1860</td>
<td></td>
</tr>
<tr>
<td>BENTONVILLE, AR 72712</td>
<td></td>
</tr>
</tbody>
</table>

**Signatures**

/s/ Jennifer F. Rudolph, by Power of Attorney

9/16/2016
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.