TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>2. Trans. Date</th>
<th>3A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>12/3/2018</td>
<td>J (1)</td>
<td>264000 (1)</td>
<td>D</td>
<td>$0 (1)</td>
<td>46220690</td>
<td>I By Trust</td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/3/2018</td>
<td>S</td>
<td>387000</td>
<td>D</td>
<td>$98.6995 (2)</td>
<td>45833690</td>
<td>I By Trust</td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/4/2018</td>
<td>S</td>
<td>243614</td>
<td>D</td>
<td>$96.4118 (3)</td>
<td>45590076</td>
<td>I By Trust</td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/4/2018</td>
<td>S</td>
<td>145086</td>
<td>D</td>
<td>$97.4777 (4)</td>
<td>45444990</td>
<td>I By Trust</td>
</tr>
<tr>
<td>Common Stock</td>
<td>12/4/2018</td>
<td>S</td>
<td>333456</td>
<td>D</td>
<td>$98.3134 (5)</td>
<td>45111534</td>
<td>I By Trust</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td>10557224</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>1415891131</td>
<td></td>
</tr>
</tbody>
</table>

TABLE II - DERIVATIVE SECURITIES BENEFICIALLY OWNED (E.G. PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

<table>
<thead>
<tr>
<th>Title of Derivate Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Trans. Date</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4. Trans. Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
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<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) The transaction is a distribution of 264,000 shares of Common Stock, for no consideration, by the Walton Family Holdings Trust (the "Trust") to a beneficiary of the Trust.

(2) This sale from the Trust was executed in multiple trades at prices ranging from $98.39 to $98.95, inclusive. The price reported above reflects the weighted average sales 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 $96.00 to $96.99, 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) This sale from the Trust was executed in multiple trades at prices ranging from $97.00 to $97.99, 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.

(5) This sale from the Trust was executed in multiple trades at prices ranging from $98.00 to $98.96, 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.
(6) The reporting person is a trustee of the Trust, the entity that owns 45,111,534 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.

(7) 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.

### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>WALTON JIM C</td>
<td>X</td>
</tr>
<tr>
<td>P.O. BOX 1860</td>
<td></td>
</tr>
<tr>
<td>BENTONVILLE, AR 72712</td>
<td></td>
</tr>
<tr>
<td></td>
<td>10% Owner</td>
</tr>
<tr>
<td></td>
<td>Officer</td>
</tr>
</tbody>
</table>

**Signatures**

/s/ Jennifer F. Rudolph, by Power of Attorney 12/6/2018

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.