

Edgar Filing: WALTON JIM C - Form 4

| | | | | | | | | |
|--------------|------------|------------------|-------------------------|---|--------------------------|---------------|---|--|
| Common Stock | | | | | \$ 99,3126 <u>(5)</u> | | | |
| Common Stock | 02/22/2019 | J ⁽⁶⁾ | 6,688,795 <u>(6)</u> | D | \$ 0 ⁽⁶⁾ | 32,059,194 | I | By Trust <u>(7)</u> |
| Common Stock | 02/22/2019 | J ⁽⁸⁾ | 5,000,000 <u>(8)</u> | A | \$ 0 ⁽⁸⁾ | 15,557,224 | D | |
| Common Stock | | | | | | 1,415,891,131 | I | By Limited Liability Company <u>(9)</u> |

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

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.

SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WALTON JIM C P.O. BOX 1860 BENTONVILLE, AR 72712 | | X | | |

Signatures

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

02/22/2019

__Signature of Reporting Person

Date

Explanation of Responses:

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

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This sale from the Walton Family Holdings Trust (the "Trust") was executed in multiple trades at prices ranging from \$98.665 to \$99.66, 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.

(2) This sale from the Trust was executed in multiple trades at prices ranging from \$99.67 to \$100.66, 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 \$100.67 to \$101.66, 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.

(4) This sale from the Trust was executed in multiple trades at prices ranging from \$101.67 to \$102.31, 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.

(5) This sale from the Trust was executed in multiple trades at prices ranging from \$98.91 to \$99.68, 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 transaction is a distribution of 6,688,795 shares of Common Stock, for no consideration, by the Trust to certain beneficiaries of the Trust.

(7) The reporting person is a trustee of the Trust, the entity that owns 32,059,194 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.

(8) The transaction is the receipt of 5,000,000 shares of Common Stock, for no consideration, in a distribution from the Trust.

(9) 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.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.