FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 [*] <u>FLYNN TIMOTHY PATRICK</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>Walmart Inc.</u> [WMT] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | |
|--|----------------|---------------------|--|--|--|-----------------------|--|--|
| (Last) 702 SW 8TH STR | (First) EET | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 09/30/2022 | | | Other (specify below) | | |
| (Street) BENTONVILLE (City) | AR (State) | 72716-0215 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv X | idual or Joint/Group Filing (Che Form filed by One Reporting Form filed by More than One | Person | | |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution Date, Transaction | | 4. Securities Ac Disposed Of (D | quired (A)) (Instr. 3, - | or 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | |
|---------------------------------|--|-----------------------------|------|------------------------------------|------------------------------|----------------|--|---|---|-----------------------------------|
| | | | Code | v | Amount | (A) or (D) | Price | 3 and 4) | | (Instr. 4) |
| Common | 09/30/2022 | | Α | | 251 ⁽¹⁾ | Α | \$ <mark>0</mark> | 44,725.6905 | D | |
| Common | | | | | | | | 10,000 | | By Spouse's Family Trust |

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) | Transaction Code (Instr. 8) | | Derivative | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | derivative Securities Beneficially | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|--|---|-----------------------------------|---|------------|-----|--|--------------------|--|----------------------------------|---|--|---|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | (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.

/s/ Geoffrey W. Edwards, by power 10/04/2022

of attorney

** 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).

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

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 Number.