

CDW Corp
Form 4
May 30, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MADISON DEARBORN PARTNERS LLC

(Last) (First) (Middle)

C/O MADISON DEARBORN PARTNERS, LLC, 70 W. MADISON STREET, SUITE 4600

2. Issuer Name and Ticker or Trading Symbol
CDW Corp [CDW]

3. Date of Earliest Transaction (Month/Day/Year)
05/28/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)

CHICAGO, IL 60602

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock, par value \$0.01	05/28/2014		S	V Amount 7,730,900 (1)	(A) or (D) Price \$ 28.35 (2)	I	See footnotes (3) (4) (5)
					44,598,665 (3)		

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

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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 Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MADISON DEARBORN PARTNERS LLC C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602		X		
Madison Dearborn Capital Partners V - A L P C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602		X		
Madison Dearborn Capital Partners V - C L P C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602		X		
MADISON DEARBORN CAPITAL PARTNERS V EXECUTIVE-A L P C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602		X		
MDCP Co-Investors (CDW) LP C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602		X		
MADISON DEARBORN PARTNERS V-A&C, L.P. C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602		X		

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