

Richards Thomas E
 Form 4
 February 15, 2018

FORM 4

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

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).

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 *
 Richards Thomas E

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O CDW CORPORATION, 200 N MILWAUKEE AVE

3. Date of Earliest Transaction (Month/Day/Year)
 02/13/2018

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

See Remarks

(Street)

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

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

VERNON HILLS, IL 60061

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 | 02/13/2018 | | S | 939 ⁽¹⁾ | D 68.06 ⁽²⁾ | D | |
| Common Stock, par value \$0.01 | 02/13/2018 | | S | 13,700 ⁽¹⁾ | D 68.98 ⁽³⁾ | D | |
| Common Stock, par value \$0.01 | 02/14/2018 | | A | 91,562.73 ⁽⁴⁾ | A \$ 0 | D | |

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Common
 Stock, par value \$0.01
 02/14/2018 F 42,944 ⁽⁵⁾ D \$ 69.49 676,281.84 D

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Richards Thomas E C/O CDW CORPORATION 200 N MILWAUKEE AVE VERNON HILLS, IL 60061 | X | | See Remarks | |

Signatures

/s/ Robert J. Welyki,
 Attorney-in-Fact
 Date: 02/15/2018

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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 22, 2017.

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(2) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$67.81 to \$68.44, inclusive. The reporting person undertakes to provide to the SEC, the Issuer and any security holder, the full information regarding the number of shares and the prices at which the shares were sold.

(3) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$68.50 to \$69.47, inclusive. The reporting person undertakes to provide to the SEC, the Issuer and any security holder, the full information regarding the number of shares and the prices at which the shares were sold.

(4) Represents shares acquired upon the vesting of performance shares previously granted to the reporting person.

(5) Represents shares withheld to cover taxes incurred in connection with the vesting of performance shares.

Remarks:

Chairman, President and Chief Executive Officer

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

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