

**CDW CORP**  
Reported by  
**RICHARDS THOMAS E**

**FORM 4**  
(Statement of Changes in Beneficial Ownership)

Filed 03/14/17 for the Period Ending 03/10/17

Address	200 N MILWAUKEE AVENUE VERNON HILLS, IL 60061
Telephone	847-465-6000
CIK	0001402057
Symbol	CDW
Fiscal Year	12/31

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Richards Thomas E</b>  (Last) (First) (Middle)  <b>C/O CDW CORPORATION, 200 N MILWAUKEE AVE</b>  (Street)  <b>VERNON HILLS, IL 60061</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>CDW Corp [ CDW ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>See Remarks</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>3/10/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01	3/10/2017		A		133068.11 <span style="color:blue;">(1)</span>	A	\$0	857687.11	D	
Common Stock, par value \$0.01	3/14/2017		F		60814 <span style="color:red;">(2)</span>	D	\$59.42	796873.11	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$58.9	3/13/2017		A		184126		<span style="color:blue;">(3)</span>	2/28/2027	Common Stock, par value \$0.01	184126.0	\$0	184126	D	

**Explanation of Responses:**

- (1) Represents shares acquired upon the vesting of performance share units previously granted to the reporting person.
- (2) Represents shares withheld to cover taxes incurred in connection with the settlement of performance share units.
- (3) The options vest as to one third of the shares on each of the first three anniversaries of the date of grant. The grant was made under the CDW Corporation 2013 Long-Term Incentive Plan.

**Remarks:**

Chairman, President and Chief Executive Officer

**Reporting Owners**

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

**Signatures**

/s/ Robert J. Welyki, Attorney-in-Fact

3/14/2017

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.

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