

CDW CORP
Reported by
CAMPBELL NEAL J.

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 09/11/17 for the Period Ending 09/07/17

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|-------------|---------------------------------------------------|
| Address | 200 N MILWAUKEE AVENUE VERNON HILLS, IL, 60061 |
| Telephone | 847-465-6000 |
| CIK | 0001402057 |
| Symbol | CDW |
| SIC Code | 5961 - Catalog and Mail-Order Houses |
| Industry | IT Services & Consulting |
| Sector | Technology |
| Fiscal Year | 12/31 |

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

| | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person * CAMPBELL NEAL J. (Last) (First) (Middle) C/O CDW CORPORATION, 200 N. MILWAUKEE AVE (Street) VERNON HILLS, IL 60061 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol CDW Corp [CDW] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) _____ Other (specify below) See Remarks |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">9/7/2017</p> | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

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 | 9/7/2017 | | M | | 2000 | A | \$17 | 29678.76 | D | |
| Common Stock, par value \$0.01 | 9/7/2017 | | S | | 2400 (1) | D | \$59.78 | 27278.76 (2) | 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 Beneficial Ownership (Instr. 4) |
|------------------------------------------|--------------------------------------------------------|----------------|-----------------------------------|---------------------------|---|----------------------------------------------------------------------------------------|-----|-----------------------------------------|-----------------|-----------------------------------------------------------------------------------|----------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (Right to Buy) | \$17.0 | 9/7/2017 | | M | | 2000 | | (3) | 3/10/2021 | Common Stock, par value \$0.01 | 2000.0 | \$0 | 59672 (2) | D | |

Explanation of Responses:

- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 22, 2017.
- (2) Since the date of the reporting person's last ownership report, he transferred 26,738 shares and 50,459 vested stock options of this tranche with a grant date of June 26, 2013 to his former spouse pursuant to a domestic relations order. In addition, since the date of the reporting person's last ownership report, he transferred 12,505 vested stock options with a grant date of February 25, 2014, 5,359 vested stock options with a grant date of February 19, 2015 and 2,544 vested stock options with a grant date of March 2, 2016 to his former spouse pursuant to a domestic relations order. As a result, stock options held by the reporting person following such transfers are, respectively, 15,284 (grant date of February 25, 2014), 12,503 (grant date of February 19,2015) and 14,420 (grant date of March 2, 2016).
- (3) 60,029 options were vested upon issuance at the pricing of the initial public offering of CDW Corporation on June 26, 2013. The remaining options vested daily on a pro rata basis from June 26, 2013 through March 9, 2016.

Remarks:

Senior Vice President- Strategic Solutions and Services

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CAMPBELL NEAL J. C/O CDW CORPORATION 200 N. MILWAUKEE AVE VERNON HILLS, IL 60061 | | | See Remarks | |

Signatures

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

9/11/2017

—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.

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