

CDW CORP
Reported by
RICHARDS THOMAS E

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 07/13/18 for the Period Ending 07/12/18

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**

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

1. Name and Address of Reporting Person * Richards Thomas E (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 checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) See Remarks
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">7/12/2018</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
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	7/12/2018		M		4323	A	\$17	617186.84	D	
Common Stock, par value \$0.01	7/12/2018		S		8067 <u>(1)</u>	D	\$84.38 <u>(2)</u>	609119.84	D	
Common Stock, par value \$0.01	7/12/2018		S		9045 <u>(1)</u>	D	\$85.01 <u>(3)</u>	600074.84	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	7/12/2018		M		4323		<u>(4)</u>	12/12/2022	Common Stock, par value \$0.01	4323.0	\$0	500971	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 March 22, 2018.
- (2) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$83.87 to \$84.86 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 \$84.87 to \$85.14, 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) 54,514 options were vested upon issuance at the pricing of the initial public offering of CDW Corporation, on June 26, 2013. The remaining options will vest daily on a pro rata basis commencing on June 26, 2013 and continuing through December 11, 2017.

Remarks:

Chairman, President and Chief Executive Officer

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Richards Thomas E C/O CDW CORPORATION 200 N MILWAUKEE AVE	X		See Remarks	

VERNON HILLS, IL 60061				
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Signatures

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

7/13/2018

**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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