

CAMPBELL NEAL J.
Form 4
April 18, 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 *
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]

3. Date of Earliest Transaction (Month/Day/Year)
04/16/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ 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. 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.01	04/16/2018		M		3,500 A \$ 17	32,711.09 ⁽¹⁾	D
Common Stock, par value \$0.01	04/16/2018		S		3,500 ⁽²⁾ D \$ 69.56 ⁽³⁾	29,211.09	D
Common Stock, par value \$0.01	04/16/2018		S		305 ⁽²⁾ D \$ 70.19	28,906.09	D

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

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(9-02)

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 (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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 17	04/16/2018		M	3,500	<u>(4)</u> 03/10/2021	Common Stock, par value \$0.01	3,500

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
Date: 04/18/2018

**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) Since the date of the reporting person's last ownership report, he transferred 2,813 shares 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 2,679 vested stock options with a grant date of February 19, 2015, 2,545 vested stock options with a grant date of March 2, 2016 and 2,916 vested stock options with a grant date of February 28, 2017 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, 9,824 (grant date of February 25, 2015), 11,875 (grant date of March 2, 2016)

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and 16,519 (grant date of February 28, 2017).

- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 19, 2017, amended March 23, 2018.

- (3) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$69.06 to \$69.84, 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) Options for 80,105 shares were granted at the time of the initial public offering of CDW Corporation on June 26, 2013 (the "IPO"), of which options for 60,029 shares were vested upon issuance and 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

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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