

CDW Corp
Form 4
March 06, 2017

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FAIRFIELD NEIL B

(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)

03/03/2017

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)

VICE PRESIDENT & CONTROLLER

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01	03/03/2017		M	1,014	A \$ 31.64	1,483	D
Common Stock, par value \$0.01	03/03/2017		S	1,014	D \$ 59.429	469	D
Common Stock, par value \$0.01	03/03/2017		M	1,985	A \$ 37.79	2,454	D

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Common Stock, par value \$0.01	03/03/2017	S	1,985	D	\$ 59.445	469	D
Common Stock, par value \$0.01	03/03/2017	M	2,324	A	\$ 39.79	2,793	D
Common Stock, par value \$0.01	03/03/2017	S	2,324	D	\$ 59.434	469	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 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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 31.64	03/03/2017		M	1,014	<u>(1)</u> 08/13/2024	Common Stock, par value \$0.01	1,014
Employee Stock Option (Right to Buy)	\$ 37.79	03/03/2017		M	1,985	<u>(2)</u> 02/19/2025	Common Stock, par value \$0.01	1,985
Employee Stock Option (Right to	\$ 39.79	03/03/2017		M	2,324	<u>(3)</u> 03/02/2026	Common Stock, par value \$0.01	2,324

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAIRFIELD NEIL B C/O CDW CORPORATION 200 N. MILWAUKEE AVE VERNON HILLS, IL 60061			VICE PRESIDENT & CONTROLLER	

Signatures

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

03/06/2017

__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 options vest as to one half of the shares on each of February 25, 2016 and 2017. The grant was made under the LTIP.
- (2) The options vest as to one third of the shares on each of the first three anniversaries of the date of grant (February 19, 2015). The grant was made under the LTIP.
- (3) The options vest as to one third of the shares on each of the first three anniversaries of the date of grant (March 2, 2016). The grant was made under the CDW Corporation 2013 Long-Term Incentive Plan.

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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