

Richards Thomas E
Form 4
July 13, 2018

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 *
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]

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

07/12/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
Common Stock, par value \$0.01	07/12/2018		M	4,323	A \$ 17	617,186.84	D
Common Stock, par value \$0.01	07/12/2018		S	8,067 (1)	D \$ (2) 84.38	609,119.84	D
Common Stock, par value \$0.01	07/12/2018		S	9,045 (1)	D \$ (3) 85.01	600,074.84	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. Date of Acquisition or Disposition (Instr. 3, 4, and 5)
Employee Stock Option (Right to Buy)	\$ 17	07/12/2018		M	4,323	(4) 12/12/2022	Common Stock, par value \$0.01	4,323

Reporting Owners

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

Signatures

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

07/13/2018

__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) 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.

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- The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$84.87 to \$85.14,
- (3) 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

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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