

CAMPBELL NEAL J.
Form 4
September 11, 2017

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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.

2. Issuer Name and Ticker or Trading Symbol
CDW Corp [CDW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CDW CORPORATION, 200 N. MILWAUKEE AVE

3. Date of Earliest Transaction (Month/Day/Year)
09/07/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

See Remarks

(Street)
VERNON HILLS, IL 60061

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 09/07/2017 | | M | | 2,000 A \$ 17 | D | |
| Common Stock, par value \$0.01 | 09/07/2017 | | S | | 2,400 (1) D \$ 59.78 | D | 27,278.76 (2) |

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

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SEC 1474 (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) | \$ 17 | 09/07/2017 | | M | 2,000 | (3) 03/10/2021 | Common Stock, par value \$0.01 | 2,000 |

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

09/11/2017

**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 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

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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