

CDW Corp

Form 4

March 11, 2016

**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)

**03/09/2016**

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 \_\_\_\_\_ Other (specify  
below) 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01	03/09/2016		M	1,014	A \$ 31.64	1,154	D
Common Stock, par value \$0.01	03/09/2016		S	582	D \$ 40.438	572	D
Common Stock, par value \$0.01	03/09/2016		S	300	D \$ 40.44	272	D

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Common Stock, par value \$0.01	03/09/2016	M	1,984	A	\$ 37.79	2,256	D
Common Stock, par value \$0.01	03/09/2016	S	1,909	D	\$ 40.447	347	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 39.79	03/10/2016		A		6,974		<u>(1)</u>	03/02/2026	Common Stock, par value \$0.01	6,974
Employee Stock Option (Right to Buy)	\$ 31.64	03/09/2016		M		1,014		<u>(2)</u>	08/13/2024	Common Stock	1,014
Employee Stock Option (Right to Buy)	\$ 37.79	03/09/2016		M		1,984		<u>(3)</u>	02/19/2025	Common Stock	1,984

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

03/11/2016

\_\_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 third of the shares on each of the first three anniversaries of the date of grant. The grant was made under the CDW Corporation 2013 Long-Term Incentive Plan.
- (2) 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.
- (3) 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.

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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