

KULEVICH FREDERICK J.
Form 4
February 21, 2018

FORM 4

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

OMB APPROVAL

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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 *
KULEVICH FREDERICK 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)
02/16/2018

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

See Remarks

(Street)

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

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

VERNON HILLS, IL 60061

(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	02/16/2018		S	2,200	D \$ 71.51 (1)	16,504.48	D
Common Stock, par value \$0.01	02/20/2018		M	2,051	A \$ 37.79	18,555.48	D
Common Stock, par value \$0.01	02/20/2018		S	2,051	D \$ 71.3 (2)	16,504.48	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)	\$ 37.79	02/20/2018		M	2,051	<u>(3)</u> 02/19/2025	Common Stock, par value \$0.01	2,051

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KULEVICH FREDERICK J. C/O CDW CORPORATION 200 N MILWAUKEE AVE VERNON HILLS, IL 60061			See Remarks	

Signatures

/s/ Robert J. Welyki, Attorney-in-Fact 02/21/2018

**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).
- The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$71.51 to \$71.525, 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.
- (2) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$71.29 to \$71.30, inclusive. The reporting person undertakes to provide to the SEC, the Issuer and any security holder, the full information regarding the

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number of shares and the prices at which the shares were sold.

- (3) The options vested as to one third of the shares on each of February 19, 2016, 2017 and 2018 . The grant was made under the CDW Corporation 2013 Long-Term Incentive Plan.

Remarks:

Senior Vice President, General Counsel and Corporate Secretary

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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