

BILLHORN JILL M.
Form 4
March 06, 2019

FORM 4

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

OMB APPROVAL

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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 *
BILLHORN JILL M.

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)
03/04/2019

____ Director _____ 10% Owner
 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)
 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 | 03/04/2019 | | M | | 1,225 A \$ 39.79 | 17,948.47 | D |
| Common Stock, par value \$0.01 | 03/04/2019 | | M | | 1,364 A \$ 58.9 | 19,312.47 | D |
| Common Stock, par value \$0.01 | 03/04/2019 | | M | | 1,145 A \$ 73.49 | 20,457.47 | D |
| Common Stock, par | 03/04/2019 | | S | | 5,202 D \$ 95 | 15,255.47 | D |

value \$0.01

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) | \$ 39.79 | 03/04/2019 | | M | 1,225 | <u>(1)</u> 03/02/2026 | Common Stock, par value \$0.01 | 1,225 |
| Employee Stock Option (Right to Buy) | \$ 58.9 | 03/04/2019 | | M | 1,364 | <u>(2)</u> 02/28/2027 | Common Stock, par value \$0.01 | 1,364 |
| Employee Stock Option (Right to Buy) | \$ 73.49 | 03/04/2019 | | M | 1,145 | <u>(3)</u> 02/27/2028 | Common Stock, par value \$0.01 | 1,145 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| BILLHORN JILL M. C/O CDW CORPORATION 200 N MILWAUKEE AVE VERNON HILLS, IL 60061 | | | | See Remarks |

Signatures

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

03/06/2019

__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) 7,351 options were granted of which one third of the shares vest on each of March 02, 2017, 2018 and 2019. The grant was made under the CDW Corporation 2013 Long-Term Incentive Plan.
 - (2) 8,183 options were granted of which one third of the shares vest on each of February 28, 2018, 2019 and 2020. The grant was made under the CDW Corporation 2013 Long-Term Incentive Plan.
 - (3) 6,872 options were granted of which one third of the shares vest on each of February 27, 2019, 2020 and 2021. The grant was made under the CDW Corporation 2013 Long-Term Incentive Plan.

Remarks:

Senior Vice President - Corporate Sales

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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