

Richards Thomas E
Form 4
February 15, 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 *
Richards Thomas E

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)
02/13/2018

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 | 02/13/2018 | | S | 939 ⁽¹⁾ | D 68.06 ⁽²⁾ | D | |
| Common Stock, par value \$0.01 | 02/13/2018 | | S | 13,700 ⁽¹⁾ | D 68.98 ⁽³⁾ | D | |
| Common Stock, par value \$0.01 | 02/14/2018 | | A | 91,562.73 ⁽⁴⁾ | A \$ 0 | D | 719,225.84 |

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(2) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$67.81 to \$68.44, 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.

(3) The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$68.50 to \$69.47, 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) Represents shares acquired upon the vesting of performance shares previously granted to the reporting person.

(5) Represents shares withheld to cover taxes incurred in connection with the vesting of performance shares.

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.

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