

FAIRFIELD NEIL B
Form 4
March 09, 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 *
FAIRFIELD NEIL B

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)
03/07/2018

____ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$0.01 | 03/07/2018 | | M | 1,985 A | \$ 37.79 | 5,852.57 | D |
| Common Stock, par value \$0.01 | 03/07/2018 | | M | 2,325 A | \$ 39.79 | 8,177.57 | D |
| Common Stock, par value \$0.01 | 03/07/2018 | | M | 2,523 A | \$ 58.9 | 10,700.57 | D |
| Common Stock, par | 03/07/2018 | | S | 6,833 D | \$ 74.49 | 3,867.57 | D |

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value \$0.01

(1)

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 (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 | 03/07/2018 | | M | 1,985 | <u>(2)</u> 02/19/2025 | Common Stock, par value \$0.01 | 1,985 |
| Employee Stock Option (Right to Buy) | \$ 39.79 | 03/07/2018 | | M | 2,325 | <u>(3)</u> 03/02/2026 | Common Stock, par value \$0.01 | 2,325 |
| Employee Stock Option (Right to Buy) | \$ 58.9 | 03/07/2018 | | M | 2,523 | <u>(4)</u> 02/28/2027 | Common Stock, par value \$0.01 | 2,523 |

Reporting Owners

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

Signatures

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

03/09/2018

__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 \$74.47 to \$74.504 ,
(1) 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 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.
- (3) The options vest as to one third of the shares on each of March 2, 2017, 2018 and 2019 . The grant was made under the CDW Corporation 2013 Long-Term Incentive Plan.
- (4) The options vest as to one third of the shares on each of February 28, 2018, 2019 and 2020. The grant was made under the CDW Corporation 2013 Long-Term Incentive Plan.

Remarks:

Vice President, Controller and Chief Accounting 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.