KULEVICH FREDERICK J.

Form 4

February 21, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires: January 31, 2005

OMB APPROVAL

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** KULEVICH FREDERICK J. | Issuer Name and Ticker or Trading Symbol CDW Corp [CDW] | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|---|--|--|--|
| (Last) (First) (Middle) C/O CDW CORPORATION, 200 N MILWAUKEE AVE | 3. Date of Earliest Transaction (Month/Day/Year) 02/16/2018 | (Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) See Remarks | | |
| (Street) VERNON HILLS, IL 60061 | 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 | | |

| (City) | (State) (| Zip) Table | 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. Transactio Code (Instr. 8) | , | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | |
| 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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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. Transactic Code (Instr. 8) | 5. Number conf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | f Derivative Expiration Date ecurities (Month/Day/Year) Acquired A) or Disposed of D) Instr. 3, 4, | | 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) | \$ 37.79 | 02/20/2018 | | M | 2,051 | (3) | 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 | | | See Remarks | | | |
| 200 N MILWAUKEE AVE | | | See Keiliaiks | | | |

VERNON HILLS, IL 60061

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).

Deletionships

- The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$71.51 to \$71.525,
- (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 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

Reporting Owners 2

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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. 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.