

FAIRFIELD NEIL B  
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 \*  
FAIRFIELD NEIL B

(Last) (First) (Middle)

C/O CDW CORPORATION, 200 N. MILWAUKEE AVE

(Street)

VERNON HILLS, IL 60061

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CDW Corp [CDW]

3. Date of Earliest Transaction (Month/Day/Year)  
03/04/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks

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

**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                              |                                                                   | 2,325                                                                                         | A                                                        | \$ 39.79                          |
|                                 |                                      |                                                    |                                |                                                                   | 7,817                                                                                         |                                                          |                                   |
| Common Stock, par value \$0.01  | 03/04/2019                           |                                                    | M                              |                                                                   | 2,523                                                                                         | A                                                        | \$ 58.9                           |
|                                 |                                      |                                                    |                                |                                                                   | 10,340                                                                                        |                                                          |                                   |
| Common Stock, par value \$0.01  | 03/04/2019                           |                                                    | S                              |                                                                   | 5,448                                                                                         | D                                                        | \$ 95.01                          |
|                                 |                                      |                                                    |                                |                                                                   | 4,892                                                                                         |                                                          | (1)                               |

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 Acquired (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                              | 2,325                                                                                   | <u>(2)</u> 03/02/2026                                    | Common Stock, par value \$0.01                                | 2,325                         |
| Employee Stock Option (Right to Buy)       | \$ 58.9                                                | 03/04/2019                           |                                                    | M                              | 2,523                                                                                   | <u>(3)</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<br>C/O CDW CORPORATION<br>200 N. MILWAUKEE AVE<br>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).

- The price reported is the average weighted price. The shares were sold in multiple transactions at prices ranging from \$94.85 to \$95.28, 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.
- (1) 6,974 options were granted of which one third of the shares vested on each of March 2, 2017, 2018, and 2019. The grant was made under the CDW Corporation 2013 Long-Term Incentive Plan.
  - (2) 7,570 options were granted of which one third of the shares vested 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.

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