

CDW Corp
Form 4
March 14, 2017

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 *
ZIEGLER ANN ELIZABETH

(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)
03/10/2017

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 | 03/10/2017 | | A | 28,660.35 ⁽¹⁾ | A \$ 0 62,176.35 | D | |
| Common Stock, par value \$0.01 | 03/14/2017 | | F | 13,099 ⁽²⁾ | D \$ 59.42 49,077.35 ⁽³⁾ | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 58.9 | 03/13/2017 | | A | 57,284 | ⁽⁴⁾ 02/28/2027 | Common Stock, par value \$0.01 57,284 |

Reporting Owners

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

Signatures

/s/ Robert J Welyki
Attorney-in-fact
03/14/2017

**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) Represents shares acquired upon the vesting of performance share units previously granted to the reporting person.
- (2) Represents shares withheld to cover taxes incurred in connection with the settlement of performance share units.
- (3) In previously filed Section 16 reports, the reporting person has reported an indirect pecuniary interest in shares of CDW Corporation common stock held by the Ann E. Ziegler 2012 Gift Trust (the "Trust"). In this Form 4 the reporting person is not including any indirect interest as with the termination of the shareholders agreement that was executed in connection with the CDW Corporation initial public offering, it has been determined that she no longer has a reportable pecuniary interest in any shares held by the Trust.
- (4) The options vest as to one third of the shares on each of the first three anniversaries of the date of grant. The grant was made under the CDW Corporation 2013 Long-Term Incentive Plan.

Remarks:

Senior Vice President and Chief Financial 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.