

CDW Corp
Form 3
August 12, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â FAIRFIELD NEIL B</p> <p>(Last) (First) (Middle)</p> <p>C/O CDW CORPORATION,Â 200 N. MILWAUKEE AVE</p> <p>(Street)</p> <p>VERNON HILLS,Â ILÂ 60061</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/11/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CDW Corp [CDW]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>VICE PRESIDENT & CONTROLLER</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock, par value \$0.01 | 1,021.14 ⁽¹⁾ | D | Â |
| Common Stock, par value \$0.01 | 1,992.3 ⁽²⁾ | D | Â |
| Common Stock, par value \$0.01 | 91 ⁽³⁾ | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Option (Right to Buy) | Â (4) | 08/13/2024 | Common Stock | 2,028 | \$ 31.64 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 02/19/2025 | Common Stock | 5,954 | \$ 37.79 | D | Â |

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 | Â | Â | Â VICE PRESIDENT & CONTROLLER | Â |

Signatures

/s/ James S. Rowe, under Power of
Attorney 08/12/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 100% of the restricted stock units vest on December 31, 2016. The grant was made under the CDW Corporation 2013 Long-Term Incentive Plan (the "LTIP").
- (2) 100% of the restricted stock units vest on December 31, 2017. The grant was made under the LTIP.
- (3) Shares were acquired under the CDW Corporation Coworker Stock Purchase Plan.
- (4) The options vest as to one half of the shares on each of February 25, 2016 and 2017. The grant was made under the LTIP.
- (5) The options vest as to one third of the shares on each of the first three anniversaries of the date of grant (February 19, 2015). The grant was made under the LTIP.

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Remarks:

Exhibit List: Â Â Exhibit 24 - Power of Attorney

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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