CDW Corp Form 4 May 27, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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OMB APPROVAL

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

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations

may continue. See Instruction

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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ZIEGLER ANN ELIZABETH Issuer Symbol CDW Corp [CDW] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O CDW CORPORATION, 200 N. 05/22/2015 below) below) MILWAUKEE AVE See Remarks (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting VERNON HILLS, IL 60061 Person

(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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			of (D)	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)		
Common Stock, par value \$0.01	05/22/2015		Code V	Amount 30,768 (1)	(A) or (D) D	Price \$ 36.8 (2)	Reported Transaction(s) (Instr. 3 and 4) 99,448	I	See footnote (3)		
Common Stock, par value \$0.01	05/22/2015		S	30,769 (1)	D	\$ 36.8 (2)	33,516	D			
Common Stock, par value \$0.01							39,121	I	See footnote (4)		

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

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SEC 1474 (9-02)

number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mount		
						Date	Expiration	01			
						Exercisable	•				
								of			
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

ZIEGLER ANN ELIZABETH C/O CDW CORPORATION 200 N. MILWAUKEE AVE VERNON HILLS, IL 60061

See Remarks

Signatures

/s/ James S. Rowe, under Power of Attorney

05/27/2015

Date

**Signature of Reporting Person

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 of CDW Corporation common stock sold in an underwritten secondary offering.
- This sale price reflects the public offering price. The price received by the reporting person will be reduced by the underwriters' **(2)** commission of \$0.20 per share.
- Represents shares held by the Ann E. Ziegler 2012 Gift Trust, which are deemed to be beneficially owned by Ms. Ziegler.
- Represents shares held by the Ann E. Ziegler IRA Northern Trust Bank, which are deemed to be beneficially owned by Ms. Ziegler.

Remarks:

Reporting Owners 2

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Senior Vice President and Chief Financial Officer

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