

CDW Corp
Form 4
May 25, 2016

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 *
CHERESKIN BENJAMIN D

(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)
05/23/2016

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)

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)
			Code	V Amount (A) or (D) Price			
Common Stock, par value \$0.01	05/23/2016		J(1)(2)	3,888 A \$ 0	15,866.04	D	
Common Stock, par value \$0.01	05/23/2016		J(1)(2)	3,471 A \$ 0	178,634 (3)	I	By Chereskin Family Dynasty Trust. See footnote (3)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHERESKIN BENJAMIN D C/O CDW CORPORATION 200 N MILWAUKEE AVE VERNON HILLS, IL 60061	X			

Signatures

/s/ James S. Rowe, under Power of Attorney
Date: 05/25/2016

__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) On May 23, 2016: (a) Madison Dearborn Capital Partners V-A, L.P. ("MDP A") made a pro rata distribution for no consideration of 2,685,578 shares of common stock, par value \$0.01, of CDW Corporation ("Shares"), to Madison Dearborn Partners V-A&C, L.P., its general partner ("MDP V"), and to its limited partners; (b) Madison Dearborn Capital Partners V-C, L.P. ("MDP C") made a pro rata distribution for no consideration of 712,437 Shares to MDP V, its general partner, and to its limited partners; (c) Madison Dearborn Capital Partners V Executive-A, L.P. ("MDP Exec") made a pro rata distribution for no consideration of 26,985 Shares to MDP V, its general partner, and to its limited partners; and (d) MDCP Co-Investor (CDW), L.P. ("MDP Co-Investor") made a pro rata distribution for no consideration of 689,143 Shares to its limited partners. MDP V further distributed on a pro rata basis for no consideration 88,205 Shares to its partners (the "MDP V Distribution").
- (2) In the MDP V Distribution: (i) Mr. Chereskin received 3,888 Shares and (ii) the Chereskin Family Dynasty Trust received 3,471 Shares.

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- (3) Consists of 178,634 Shares held by the Chereskin Family Dynasty Trust which are deemed to be beneficially owned by Mr. Chereskin. The indirect acquisition of such Shares by Mr. Chereskin in the MDP V Distribution was exempt under Rule 16a-9 and Rule 16a-13.

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.