

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

OMB APPROVAL
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1. Name and Address of Reporting Person* Harry J. Harczak, Jr. 200 N Milwaukee Ave Vernon Hills IL 60061		2. Issuer Name and Ticker or Trading Symbol CDW Corporation [CDWC]		5. Relationship of Reporting Person(s) to Issuer (check all applicable) Director _____ 10% Owner _____ <u>X</u> Officer (give title below) _____ Other (specify below) Executive VP-Sales	
3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) 02/02/2004		6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> 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 (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price (A) or (D)			
Common Stock, \$01 par value	02/02/2004		M		3,125	A	\$14,828	D	
Common Stock, \$01 par value	02/02/2004		M		3,125	A	\$13,032	D	
Common Stock, \$01 par value	02/02/2004		M		2,875	A	\$23,985	D	
Common Stock, \$01 par value	02/02/2004		M		7,650	A	\$,005	D	
Common Stock, \$01 par value	02/02/2004		S		16,775	D	\$67,3603	D	

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (mm/dd/yy)	3A. Deemed Execution Date, if any (mm/dd/yy)	4. Transaction Code (Instr. 8)	5. No. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, & 5)		6. Date Exercisable and Expiration Date (mm/dd/yy)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. No. of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3, & 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (Right to Buy)	\$14.828	02/02/2004		M		3,125	12/31/1999	12/31/2016	Common Stock, \$.01 par value	3,125	0	9,375	D	
Stock Options (Right to Buy)	\$13.032	02/02/2004		M		3,125	12/31/2000	12/31/2017	Common Stock, \$.01 par value	3,125	0	12,500	D	
Stock Options (Right to Buy)	\$23.985	02/02/2004		M		2,875	12/31/2001	12/31/2018	Common Stock, \$.01 par value	2,875	0	14,375	D	
Stock Options (Right to Buy)	\$.005	02/02/2004		M		7,650	02/01/2004	12/31/2019	Common Stock, \$.01 par value	7,650	0	0	D	
Stock Options (Right to Buy)	\$68.00	02/02/2004		A		33,800	02/02/2005	02/02/2014	Common Stock, \$.01 par value	33,800	0	33,800	D	

Robert J. Welyki

By: /s/ Robert J. Welyki, Attorney-in fact
 **Signature of Reporting Person

02/02/2004
 Date

Explanation of Responses:

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.