

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

OMB Number: 3235-0287
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1. Name and Address of Reporting Person* James R. Shanks 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) President-CDWG	
3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) 02/02/2004		4. If amendment, Date Original Filed (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				

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.

Form 4 (cont.)
 Name and Address of Reporting Person
 James R. Shanks
 200 N Milwaukee Ave
 Vernon Hills IL 60061

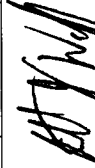
Issuer Name and Ticker or Trading Symbol
 CDW Corporation [CDWC]

Period Of Report
 02/02/2004

**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 Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Options (Right to buy)	\$68.00	02/02/2004		A	V	(A)	(D)	02/02/2005	02/02/2014	Common stock, \$.01 par value	4,000	4,000	D	

Explanation of Responses:



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

02/03/2004
 Date