

# 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* James R. Shanks 200 N Milwaukee Ave Vernon Hills IL 60061		2. Issuer Name and Ticker or Trading Symbol CDW Corporation [CDWGC]		5. Relationship of Reporting Person(s) to Issuer (check all applicable) ___ Director ___ 10% Owner _X_ Officer (give title below) ___ Other (specify below) President-CDWG	
3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) 02/03/2004		6. Individual or Joint/Group Filing (Check Applicable Line) _X_ 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)
				Amount	Price (A) or (D)			
Common Stock, \$ .01 par value	02/03/2004		M	7,650	A \$ .005	15,473	D	
Common Stock, \$ .01 par value	02/05/2004		M	3,125	A \$14.828	18,598	D	
Common Stock, \$ .01 par value	02/05/2004		S	325	D \$67.431	18,273	D	
Common Stock, \$ .01 par value	02/05/2004		S	2,800	D \$67.47	15,473	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.

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  
 02/03/2004

**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	Amount or Number of Shares				
Stock Options (Right to buy)	\$ .005	02/03/2004		A	V	(A)	(D)	02/01/2004	12/31/2019	Common stock, \$.01 par value	7,650	0	D	
Stock Options (Right to buy)	\$14.828	02/05/2004		A	V			12/31/1998	12/31/2016	Common stock, \$.01 par value	3,125	9,375	D	

Explanation of Responses:

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

02/05/2004  
 Date