

Core-Mark Holding Company, Inc.  
 Form 4  
 January 08, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
**MILLER CHRISTOPHER M**

2. Issuer Name and Ticker or Trading Symbol  
**Core-Mark Holding Company, Inc. [CORE]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**395 OYSTER POINT BLVD., SUITE 415**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/01/2016**

\_\_\_\_ Director  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
**VP & Chief Accounting Officer**

**SOUTH SAN FRANCISCO, CA 94080**

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Coremark Common Stock	01/01/2016		M		1,500	A	\$ 0.01 5,865	D
Coremark Common Stock	01/01/2016		F		570 <sup>(1)</sup>	D	\$ 81.94 5,295	D
Coremark Common Stock	01/01/2016		F		518 <sup>(2)</sup>	D	\$ 81.94 4,777	D
	01/02/2016		M		3,000	A	\$ 0.01 7,777	D

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Coremark  
Common  
Stock

Coremark Common Stock	01/02/2016	F	<u>1,128</u> (3)	D	\$ 81.94	6,649	D
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Coremark Common Stock	01/07/2016	S	<u>3,466</u> (4)	D	\$ 77.1	3,183	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**

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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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2010 LTIP RSU GRANT 2014	\$ 0.01	01/01/2016		M	1,500	02/03/2015	02/03/2014	Coremark Common Stock	1,500
2010 LTIP RSU GRANT 2013	\$ 0.01	01/02/2016		M	3,000	02/05/2014	02/05/2020	Coremark Common Stock	3,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director      10% Owner      Officer      Other

MILLER CHRISTOPHER M  
395 OYSTER POINT BLVD., SUITE 415  
SOUTH SAN FRANCISCO, CA 94080

VP & Chief  
Accounting  
Officer

## Signatures

Chris Miller

01/08/2016

    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) Shares withheld for taxes on RSU Vesting
- (2) Shares withheld for taxes on Performance RSU Vesting previously reported in Table I
- (3) Shares withheld for taxes on RSU Vesting
- (4) Shares sold pursuant to a Section 10b5-1 plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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