

Core-Mark Holding Company, Inc.
Form 4
January 08, 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 *
Walsh Christopher L

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
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Senior VP-US Distribution

SOUTH SAN
FRANCISCO, CA 94080

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

(City) (State) (Zip)

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 | | 2,334 | A | \$ 0.01 | 76,726 | D | |
| Coremark Common Stock | 01/01/2016 | | F | | 878 ⁽¹⁾ | D | \$ 81.94 | 75,848 | D | |
| Coremark Common Stock | 01/01/2016 | | F | | 1,857 ⁽²⁾ | D | \$ 81.94 | 73,991 | D | |
| | 01/02/2016 | | M | | 4,000 | A | \$ 0.01 | 77,991 | D | |

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Coremark
Common
Stock

| | | | | | | | |
|-----------------------------|------------|---|---------------------|---|-------------|--------|---|
| Coremark Common Stock | 01/02/2016 | F | <u>1,504</u> (3) | D | \$ 81.94 | 76,487 | D |
|-----------------------------|------------|---|---------------------|---|-------------|--------|---|

| | | | | | | | |
|-----------------------------|------------|---|---------------------|---|---------|--------|---|
| Coremark Common Stock | 01/07/2016 | S | <u>6,824</u> (4) | D | \$ 77.1 | 69,663 | D |
|-----------------------------|------------|---|---------------------|---|---------|--------|---|

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 | 2,334 | 02/03/2015 | 02/03/2014 | Coremark Common Stock | 2,334 |
| 2010 LTIP RSU GRANT 2013 | \$ 0.01 | 01/02/2016 | | M | 4,000 | 02/05/2014 | 02/05/2020 | Coremark Common Stock | 4,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Walsh Christopher L
395 OYSTER POINT BLVD., SUITE 415
SOUTH SAN FRANCISCO, CA 94080

Senior VP-US
Distribution

Signatures

Chris
Miller,POA 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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