

Core-Mark Holding Company, Inc.  
 Form 4  
 January 05, 2015

**FORM 4**

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

OMB APPROVAL

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**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)  
**12/31/2014**

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

**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           | 12/31/2014                           |  | M                              |   | 584   | A  | \$ 0.01 1,969                     | D |
| Coremark Common Stock           | 12/31/2014                           |  | S                              |   | 584   | D  | \$ 62.72 1,385                    | D |
| Coremark Common Stock           | 12/31/2014                           |  | F                              |   | 70 <sup>(1)</sup>   | D  | \$ 61.93 1,315                    | D |
|                                 | 01/02/2015                           |  | M                              |   | 3,000   | A  | 4,315                             | D |

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|                             |            |  |   |       |   |    |       |       |  |   |       |
|-----------------------------|------------|--|---|-------|---|----|-------|-------|--|---|-------|
| Coremark<br>Common<br>Stock |            |  |   |       |   | \$ |       |       |  |   | 0.005 |
| Coremark<br>Common<br>Stock | 01/02/2015 |  | S | 3,000 | D | \$ | 61.74 | 1,315 |  | 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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**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| RSU<br>10LTIP<br>GR 2012                   | \$ 0.01  | 12/31/2014                           |  | M                              | 584   | 01/18/2013 01/18/2019                                    | Coremark<br>Common<br>Stock                                   | 584                           |
| 2010<br>LTIP<br>RSU<br>GRANT<br>2013       | \$ 0.01  | 01/02/2015                           |  | M                              | 3,000   | 02/05/2014 02/05/2020                                    | Coremark<br>Common<br>Stock                                   | 3,000                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                     |       |
|--|---------------|-----------|-------------------------------------|-------|
|  | Director      | 10% Owner | Officer                             | Other |
| MILLER CHRISTOPHER M<br>395 OYSTER POINT BLVD., SUITE 415<br>SOUTH SAN FRANCISCO, CA 94080 |               |           | VP & Chief<br>Accounting<br>Officer |       |

## Signatures

Chris Miller,  
POA

01/05/2015

\_\_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 Performance RSU Vesting previously reported in Table I

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.