

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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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**

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)

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

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Coremark Common Stock					\$					0.005
Coremark Common 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.

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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
RSU 10LTIP GR 2012	\$ 0.01	12/31/2014		M	584	01/18/2013 01/18/2019	Coremark Common Stock	584
2010 LTIP RSU GRANT 2013	\$ 0.01	01/02/2015		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,  
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.