

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
 Estimated average burden hours per response... 0.5

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 *
 Loretz Congdon Stacy

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 & CFO

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Coremark Common Stock	01/01/2016		M	2,334	A	\$ 0.01	65,511	D
Coremark Common Stock	01/01/2016		F	878 ⁽¹⁾	D	\$ 81.94	64,633	D
Coremark Common Stock	01/01/2016		F	1,857 ⁽²⁾	D	\$ 81.94	62,776	D
	01/02/2016		M	4,668	A	\$ 0.01	67,444	D

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Coremark
Common
Stock

Coremark Common Stock	01/02/2016	F	<u>1,755</u> (1)	D	\$ 81.94	65,689	D
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Coremark Common Stock	01/06/2016	S	<u>3,500</u> (3)	D	\$ 78.2	62,189	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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	4,668	02/05/2014	02/05/2020	Coremark Common Stock	4,668

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Loretz Congdon Stacy
395 OYSTER POINT BLVD., SUITE 415
SOUTH SAN FRANCISCO, CA 94080

Senior
VP &
CFO

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 RSU Vesting
 - (3) 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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