

Core-Mark Holding Company, Inc.  
 Form 4  
 January 11, 2017

**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)  
 01/01/2017

\_\_\_\_ 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 |   |  |                                   |
| Coremark Common Stock           | 01/01/2017                           | 01/03/2017   | M                              |   | 4,668 | A      | \$ 0.01 155,124   | D  |                                   |
| Coremark Common Stock           | 01/01/2017                           | 01/03/2017   | M                              |   | 2,934 | A      | \$ 0.01 158,058   | D  |                                   |
| Coremark Common Stock           | 01/01/2017                           | 01/03/2017   | F                              |   | 2,859 | D      | \$ 43.02 155,199  | D  |                                   |
|                                 | 01/01/2017                           | 01/03/2017   | F                              |   |       | D      | 149,386   | D  |                                   |

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|                             |                     |             |
|-----------------------------|---------------------|-------------|
| Coremark<br>Common<br>Stock | 5,813<br><u>(1)</u> | \$<br>43.02 |
|-----------------------------|---------------------|-------------|

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.**

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) | Title   | Amount or Number of Shares    |
| 2010 LTIP RSU GRANT 2014                   | \$ 0.01  | 01/01/2017                           | 01/03/2017   | M                              | 4,668   |  |     | 02/03/2015 02/03/2021   | Coremark Common Stock 4,668   |
| 2010 LTIP RSU GRANT 2015                   | \$ 0.01  | 01/01/2017                           | 01/03/2017   | M                              | 2,934   |  |     | 01/21/2016 01/21/2022   | Coremark Common Stock 2,934   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Walsh Christopher L<br>395 OYSTER POINT BLVD., SUITE 415<br>SOUTH SAN FRANCISCO, CA 94080 |               |           | Senior VP-US<br>Distribution |       |

## Signatures

Chris  
Miller,POA

01/11/2017

\_\_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 on Performance RSUs previously reported in Table I.

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