

Stein William
Form 4/A
March 19, 2019

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Stein William

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)
01/23/2019

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
SVP US Distribution East

(Street)
SOUTH SAN
FRANCISCO, CA 94080

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/25/2019

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Coremark Common Stock	01/23/2019		M	(A) or (D) 6,047 (1)	\$ 0.01 91,181 (2)	D	
Coremark Common Stock	01/23/2019		F	(A) or (D) 1,475 (3)	\$ 29.18 89,706 (2)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
2018 Performance Shares	\$ 0.01	01/23/2019		A	18,142	(1) (1)	Coremark Common Stock 18,142
2018 Performance Shares	\$ 0.01	01/23/2019		M	6,047	(1) (1)	Coremark Common Stock 6,047
2019 RSU Grant	\$ 0.01	01/23/2019		A	12,463	(4) (4)	Coremark Common Stock 12,463

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Stein William 395 OYSTER POINT BLVD., SUITE 415 SOUTH SAN FRANCISCO, CA 94080	SVP US Distribution East

Signatures

Chris Miller,
POA 03/19/2019

**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) 2018 Performance Shares were earned upon the achievement of certain company financial goals. These shares will vest according to the following schedule: 1/3 on January 23, 2019; 1/3 on January 1, 2020; 1/3 on January 1, 2021.
- (2) Amount of securities beneficially owned has been updated to reflect the correct amount of shares.
- (3) Shares withheld for taxes on Performance RSU Vesting previously reported in Table I
- (4)

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This grant represents RSU's from the 2010 Long Term Incentive Plan that are subject to the following vesting schedule: 1/3 on January 23, 2020; 1/3 on January 1, 2021; 1/3 on January 1, 2022.

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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