

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**  
SEC Accession No. [0001246360-13-000672](#)

(HTML Version on [secdatabase.com](http://secdatabase.com))

### REPORTING OWNER

**WALSH J MICHAEL**

CIK: **1208859**

Type: **4** | Act: **34** | File No.: **000-51515** | Film No.: **13553375**

### ISSUER

**Core-Mark Holding Company, Inc.**

CIK: **1318084** | IRS No.: **201489747** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **5141** Groceries, general line

Mailing Address

395 OYSTER POINT BLVD.  
#415  
SOUTH SAN FRANCISCO CA  
94080

Business Address

395 OYSTER POINT BLVD.  
#415  
SOUTH SAN FRANCISCO CA  
94080  
650-589-9445

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>WALSH J MICHAEL</b>			2. Issuer Name and Ticker or Trading Symbol <b>Core-Mark Holding Company, Inc.</b> <b>[CORE]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/24/2013</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
395 OYSTER POINT BLVD., SUITE 415			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>SOUTH SAN FRANCISCO, CA 94080</b>								
(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)
			Code	V	Amount	(A) or (D)	Price			
Coremark Common Stock	01/24/2013		<u>M</u>		4,101 <sup>(1)</sup>	A	\$25.81	99,465	D	
Coremark Common Stock	01/24/2013		<u>S</u>		5,101 <sup>(2)</sup>	D	\$50.0623	94,364	D	
Coremark Common Stock	01/25/2013		<u>M</u>		3,841 <sup>(3)</sup>	A	\$25.81	98,205	D	
Coremark Common Stock	01/25/2013		<u>M</u>		1,957 <sup>(3)</sup>	A	\$19.19	100,162	D	
Coremark Common Stock	01/25/2013		<u>S</u>		4,823 <sup>(2)</sup>	D	\$50.1983	95,339	D	
Coremark Common Stock	01/28/2013		<u>M</u>		3,900 <sup>(3)</sup>	A	\$19.19	99,239	D	
Coremark Common Stock	01/28/2013		<u>S</u>		4,900 <sup>(2)</sup>	D	\$50.2288	94,339	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

										of Shares				
07LTIP Stock Option	\$25.81	01/24/2013		<u>M</u>		4,101	01/31/2009	01/31/2015	Coremark Common Stock	4,101	\$ 0	13,591	D	
07LTIP Stock Option	\$25.81	01/25/2013		<u>M</u>		3,841	01/31/2009	07/01/2017	Coremark Common Stock	3,998	\$ 0	9,750	D	
07LTIP Stock Option	\$19.19	01/25/2013		<u>M</u>		1,957	01/21/2010	01/21/2016	Coremark Common Stock	1,800	\$ 0	7,793	D	
07LTIP Stock Option	\$19.19	01/28/2013		<u>M</u>		3,900	01/21/2010	01/21/2016	Coremark Common Stock	3,900	\$ 0	3,893	D	

**Explanation of Responses:**

1. The underlying options were exercised pursuant to a Section 10b5-1 plan.
2. Shares sold pursuant to a Section 10b5-1 plan.
3. The underlying options were exercised pursuant to a Section 10b5-1 plan.

**Signatures**

Shawn Levitt, POA

\*\* Signature of Reporting Person

01/28/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**