

WALSH J MICHAEL
Form 4
January 24, 2013

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 J MICHAEL

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)

3. Date of Earliest Transaction
(Month/Day/Year)

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

395 OYSTER POINT BLVD.,
SUITE 415

01/22/2013

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

SOUTH SAN
FRANCISCO, CA 94080

(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)
				(A) or (D) Code V Amount Price			
Coremark Common Stock	01/22/2013		M	24,514 (1) A \$ 0.01	112,500	D	
Coremark Common Stock	01/22/2013		M	3,400 (2) A \$ 0.01	115,900	D	
Coremark Common Stock	01/22/2013		M	2,629 (3) A \$ 36.96	118,529	D	
	01/22/2013		S	D	114,900	D	

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Coremark Common Stock				3,629 (4)		\$	50.3974	
Coremark Common Stock	01/22/2013		F	12,878 (5)	D	\$ 50.64	102,022	D
Coremark Common Stock	01/22/2013		F	5,815 (6)	D	\$ 50.64	96,207	D
Coremark Common Stock	01/23/2013		M	1,807 (3)	A	\$ 36.96	98,014	D
Coremark Common Stock	01/23/2013		M	703 (3)	A	\$ 25.81	98,717	D
Coremark Common Stock	01/23/2013		S	3,353 (7)	D	\$	50.4266	95,364 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units 07LTIP	\$ 0.01	01/22/2013		M	24,514	01/31/2009	01/31/2015	Coremark Common Stock	24,514
Restricted Stock Units 10LTIP	\$ 0.01	01/22/2013		M	3,400	01/19/2012	01/19/2018	Coremark Common Stock	3,400

07LTIP Stock Option	\$ 36.96	01/22/2013	M	2,629	07/02/2008	07/01/2017	Coremark Common Stock	3,629
07LTIP Stock Option	\$ 36.96	01/23/2013	M	1,807	07/02/2008	07/01/2017	Coremark Common Stock	807
07LTIP Stock Option	\$ 25.81	01/23/2013	M	703	01/31/2009	01/31/2015	Coremark Common Stock	2,703

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WALSH J MICHAEL
395 OYSTER POINT BLVD., SUITE 415
SOUTH SAN FRANCISCO, CA 94080

Signatures

Shawn Levitt,
POA

01/24/2013

__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) These RSUs were previously vested and deferred until retirement. They are now being released upon the holder's retirement as an employee from the company.
 - (2) The RSUs vested and were released at the time of retirement.
 - (3) The underlying options were exercised pursuant to a 10b5-1 plan.
 - (4) Shares sold pursuant to a Section 10b5-1 plan.
 - (5) Shares withheld for taxes on RSU lapse.
 - (6) Shares withheld for taxes on Performance RSU vesting previously reported in Table I .
 - (7) 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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