

WALSH J MICHAEL
Form 4
January 28, 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)
01/24/2013

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

395 OYSTER POINT BLVD.,
SUITE 415

(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 (D) Price			
Coremark Common Stock	01/24/2013		M	4,101 (1) A \$ 25.81	99,465	D	
Coremark Common Stock	01/24/2013		S	5,101 (2) D \$ 50.0623	94,364	D	
Coremark Common Stock	01/25/2013		M	3,841 (3) A \$ 25.81	98,205	D	
	01/25/2013		M	A \$ 19.19	100,162	D	

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Coremark Common Stock				1,957 (3)			
Coremark Common Stock	01/25/2013	S	4,823 (2)	D	\$ 50.1983	95,339	D
Coremark Common Stock	01/28/2013	M	3,900 (3)	A	\$ 19.19	99,239	D
Coremark Common Stock	01/28/2013	S	4,900 (2)	D	\$ 50.2288	94,339	D

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

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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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
07LTIP Stock Option	\$ 25.81	01/24/2013		M	4,101	01/31/2009 01/31/2015	Coremark Common Stock	4,101
07LTIP Stock Option	\$ 25.81	01/25/2013		M	3,841	01/31/2009 07/01/2017	Coremark Common Stock	3,998
07LTIP Stock Option	\$ 19.19	01/25/2013		M	1,957	01/21/2010 01/21/2016	Coremark Common Stock	1,800
07LTIP Stock Option	\$ 19.19	01/28/2013		M	3,900	01/21/2010 01/21/2016	Coremark Common Stock	3,900

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

01/28/2013

__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) 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.

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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