

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)  
**395 OYSTER POINT BLVD., SUITE 415**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**01/24/2013**

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

**SOUTH SAN FRANCISCO, CA 94080**  
 (City) (State) (Zip)

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

**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)
				(A) or (D) Code V Amount (D) Price			
Coremark Common Stock	01/24/2013		M	A \$ 25.81	99,465	D	
Coremark Common Stock	01/24/2013		S	D \$ 50.0623	94,364	D	
Coremark Common Stock	01/25/2013		M	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)	\$	95,339	D	50.1983
Coremark Common Stock	01/28/2013		M					3,900 (3)	\$	99,239	D	19.19
Coremark Common Stock	01/28/2013		S					4,900 (2)	\$	94,339	D	50.2288

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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 Date  
Reporting Person

## 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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