

WALSH J MICHAEL
 Form 4
 February 07, 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)
 02/05/2013

____ 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Coremark Common Stock	02/05/2013		A	1,221 (1) A \$ 0.01	93,905	D	
Coremark Common Stock	02/05/2013		A	14,425 (2) A \$ 0.01	108,330	D	
Coremark Common Stock	02/05/2013		S	1,000 (3) D \$ 49.415	107,330	D	
	02/05/2013		F	D \$ 49.14	104,821	D	

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) This grant represents RSU's from the 2010 Long Term Incentive Plan that are subject to vesting on January 1, 2014 prior to their conversion to common stock.
- (2) Performance Shares vested upon the achievement of certain company financial goals. Shares vested 1/3 on Feb 5, 2013 and the remaining will vest quarterly beginning on March 31, 2013.
- (3) Shares sold pursuant to a Section 10b5-1 plan.
- (4) Shares withheld for taxes on Performance RSU Vesting

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.