

WALSH J MICHAEL
Form 4
January 18, 2011

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)
01/18/2011

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

SOUTH SAN FRANCISCO, CA 94080

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Coremark Common Stock | 01/18/2011 | | M | 12,674 | A \$ 0.01 | 87,709 | D |
| Coremark Common Stock | 01/18/2011 | | S | 100 ⁽¹⁾ | D \$ 34.38 | 87,609 | D |
| Coremark Common Stock | 01/18/2011 | | S | 260 | D \$ 34.41 | 87,349 | D |
| | 01/18/2011 | | S | 100 | D | 87,249 | D |

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| | | | | | | | |
|-----------------------------|------------|---|-------|---|---------------|--------|---|
| Coremark Common Stock | | | | | \$ 34.4425 | | |
| Coremark Common Stock | 01/18/2011 | S | 300 | D | \$ 34.45 | 86,949 | D |
| Coremark Common Stock | 01/18/2011 | S | 100 | D | \$ 34.48 | 86,849 | D |
| Coremark Common Stock | 01/18/2011 | S | 300 | D | \$ 34.5 | 86,549 | D |
| Coremark Common Stock | 01/18/2011 | S | 100 | D | \$ 34.5175 | 86,449 | D |
| Coremark Common Stock | 01/18/2011 | S | 900 | D | \$ 34.53 | 85,549 | D |
| Coremark Common Stock | 01/18/2011 | S | 200 | D | \$ 34.541 | 85,349 | D |
| Coremark Common Stock | 01/18/2011 | S | 500 | D | \$ 34.58 | 84,849 | D |
| Coremark Common Stock | 01/18/2011 | S | 100 | D | \$ 34.59 | 84,749 | D |
| Coremark Common Stock | 01/18/2011 | S | 200 | D | \$ 34.64 | 84,549 | D |
| Coremark Common Stock | 01/18/2011 | S | 187 | D | \$ 34.66 | 84,362 | D |
| Coremark Common Stock | 01/18/2011 | S | 1,100 | D | \$ 34.7 | 83,262 | D |
| Coremark Common Stock | 01/18/2011 | S | 200 | D | \$ 34.78 | 83,062 | D |
| Coremark Common Stock | 01/18/2011 | S | 100 | D | \$ 34.79 | 82,962 | D |
| Coremark Common | 01/18/2011 | S | 100 | D | \$ 34.83 | 82,862 | D |

| | | | | | | | |
|-----------------------------|------------|---|-----|---|----------|--------|---|
| Stock | | | | | | | |
| Coremark Common Stock | 01/18/2011 | S | 100 | D | \$ 34.92 | 82,762 | D |
| Coremark Common Stock | 01/18/2011 | S | 100 | D | \$ 34.95 | 82,662 | D |
| Coremark Common Stock | 01/18/2011 | S | 176 | D | \$ 34.97 | 82,486 | D |
| Coremark Common Stock | 01/18/2011 | S | 100 | D | \$ 35 | 82,386 | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Restricted Stock Units 05 LTIP | \$ 0.01 | 01/18/2011 | | M | 12,674 | 02/01/2006 02/08/2015 | Coremark Common Stock 12,674 |

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

President and CEO

Signatures

Amy Morgan,
POA

01/18/2011

__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) This sale and all subsequent sales reported on this Form 4 are pursuant to a 10b5-1 program.

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