Loretz Congdon Stacy Form 4 April 03, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

Expires:

OMB APPROVAL

3235-0287

January 31,

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Loretz Congdon Stacy

2. Issuer Name and Ticker or Trading

Symbol

Core-Mark Holding Company, Inc.

5. Relationship of Reporting Person(s) to

Issuer

[CORE]

395 OYSTER POINT BLVD.,

(First)

SUITE 415

(Last)

3. Date of Earliest Transaction

(Month/Day/Year) 03/31/2013

Director 10% Owner

(Check all applicable)

Officer (give title below)

_ Other (specify

Senior VP & CFO

(Street)

(Middle)

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

SOUTH SAN FRANCISCO, CA 94080

(City)	(State) (Z	(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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Coremark Common Stock	03/31/2013		M	562	A	\$ 0.01	44,032	D	
Coremark Common Stock	03/31/2013		M	542	A	\$ 0.01	44,574	D	
Coremark Common Stock	03/31/2013		F	416 (1)	D	\$ 51.01	44,158	D	
	03/31/2013		F	297 (2)	D		43,861	D	

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Coremark Common Stock					\$ 51.01		
Coremark Common Stock	04/01/2013	S	1,550 (3)	D	\$ 50.56	42,311	D

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

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SEC 1474

(9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	5. Number out 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 10LTIP	\$ 0.01	03/31/2013		M	562	01/12/2012	01/19/2018	Coremark Common Stock	562
RSU 10LTIP GR 2012	\$ 0.01	03/31/2013		M	542	01/18/2013	01/18/2019	Coremark Common Stock	542

Relationships

Reporting Owners

Reporting Owner Name / Address	Kelutionismps						
	Director	10% Owner	Officer	Other			
Loretz Congdon Stacy			Senior				
395 OYSTER POINT BLVD., SUITE 415			VP &				
SOUTH SAN FRANCISCO, CA 94080			CFO				

Reporting Owners 2

Signatures

Shawn Levitt, 04/03/2013

**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) Shares withheld for taxes on RSU Vesting
- (2) Shares withheld for taxes on Performance RSU Vesting previously reported in Table I
- (3) 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. 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.

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