

Core-Mark Holding Company, Inc.
 Form 4
 July 05, 2007

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**

3. Date of Earliest Transaction
 (Month/Day/Year)
07/02/2007

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

(Street)
**SOUTH SAN
 FRANCISCO, CA 94080**

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

(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) | Amount | | Price |

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

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Security (Instr. 3 and 4) | 8. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units 07LTIP | \$ 0 | 07/02/2007 | | A | 4,438 | 07/02/2008 ⁽¹⁾ 07/01/2017 | Coremark Common Stock | 4,000 |
| 07 LTIP Performance Share | \$ 0 | 07/02/2007 | | A | 4,436 | 12/31/2007 ⁽²⁾ 07/01/2017 | Coremark Common Stock | 4,000 |
| 07LTIP Stock Option | \$ 36.96 | 07/02/2007 | | A | 4,436 | 07/02/2008 ⁽³⁾ 07/01/2017 | Coremark Common Stock | 4,000 |

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

S.
Loretz-Congdon,
POA

07/05/2007

**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) One-third of the restricted stock units vest on the first anniversary of the grant and the remaining two-thirds vest in equal quarterly installments over the following two years.
 - (2) Performance Shares vest upon the achievement of certain company financial goals related to revenues, new business generated and return on net assets during the second half of fiscal 2007.
 - (3) One-third of the options vest on the first anniversary of the grant and the remaining two-thirds vest in equal quarterly installments over the following two years.

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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