

WALSH J MICHAEL  
Form 4  
February 15, 2008

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**OMB APPROVAL**

OMB  
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(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)  
**02/13/2008**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ 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)  
\_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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                    | V                                                                          | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                       | Date Exercisable<br>Expiration<br>Date                         | Title Amount<br>or<br>Number<br>of<br>Shares                        |
| 07LTIP<br>Stock<br>Option                           | \$ 25.81<br>(1)                                                       | 02/13/2008                              |                                                             | A                                       | 8,645                                                                                                           | 01/01/2009(2) 07/01/2017                                       | Coremark<br>Common<br>Stock 8,64                                    |
| Restricted<br>Stock<br>Units<br>07LTIP              | \$ 0                                                                  | 02/13/2008                              |                                                             | A                                       | 8,645                                                                                                           | 01/01/2009(3) 07/01/2017                                       | Coremark<br>Common<br>Stock 8,64                                    |

## Reporting Owners

| Reporting Owner Name / Address                                                        | Relationships                    |
|---------------------------------------------------------------------------------------|----------------------------------|
|                                                                                       | Director 10% Owner Officer Other |
| WALSH J MICHAEL<br>395 OYSTER POINT BLVD., SUITE 415<br>SOUTH SAN FRANCISCO, CA 94080 | President and CEO                |

## Signatures

S.  
Loretz-Congdon,  
POA 02/15/2008

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) The exercise price was set at the closing price of the company's stock as reported by the NASDAQ Stock Market on January 31, 2008, the date the Board of Directors approved the grant.
- (2) One-third of the options vest on January 1, 2009 and the remaining two-thirds vest in equal quarterly installments over fiscal 2009 and 2010.
- (3) One-third of the restricted stock units vest on January 1, 2009 and the remaining two-thirds vest in equal quarterly installments over fiscal 2009 and 2010.

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.