

Walsh Christopher L
Form 3
November 07, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 Christopher L

(Last) (First) (Middle)

395 OYSTER POINT
BOULEVARD, SUITE 415

(Street)

SOUTH SAN
FRANCISCO, CA 94080

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/07/2005

3. Issuer Name and Ticker or Trading Symbol
Core-Mark Holding Company, Inc. [CORE]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Sr. VP Sales & Marketing

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of Shares

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(Instr. 5)

Stock Option (Right to Buy)	08/23/2005 ⁽¹⁾	08/23/2011	Common Stock	79,167	\$ 15.5	D	Â
Restricted Stock Unit	08/23/2005 ⁽²⁾	08/23/2005 ⁽²⁾	Common Stock	14,250	\$ 0 ⁽³⁾	D	Â
Restricted Stock Unit	02/01/2006 ⁽⁴⁾	02/01/2006 ⁽⁴⁾	Common Stock	0 ⁽⁵⁾	\$ 0 ⁽³⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walsh Christopher L 395 OYSTER POINT BOULEVARD, SUITE 415 SOUTH SAN FRANCISCO, CA 94080	Â	Â	Â Sr. VP Sales & Marketing	Â

Signatures

/s/ TINA PEOPLES,
Attorney-in-Fact

11/07/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 options vested on August 23, 2005, the remaining options vest in equal monthly installments over the two year period commencing on August 23, 2005, for each month the grantee remains an employee.

(2) One-third of the restricted stock units vested on August 23, 2005, the remaining restricted stock units vest in equal monthly installments over the two year period commencing on August 23, 2005, for each month the grantee remains an employee. Vested stock units settle periodically beginning in 2006 until August 24, 2007.

(3) Restricted Stock Units settle in Common Stock on a 1:1 basis.

(4) One-third of the restricted stock units vest on February 1, 2006, the remaining restricted stock units vest in equal quarterly installments over the two year period commencing on February 1, 2006, for each quarter the grantee remains an employee.

(5) Under the Core-Mark Holding Company, Inc. 2005 Long Term Incentive Plan, the amount of common stock issuable upon the settlement of the restricted stock units will be determined by the number of shares having a market value of \$374,080, based on the average closing price of the company's common stock over the eleventh through twentieth trading days following the date that the company's common stock becomes listed for quotation on the NASDAQ National Market.

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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