

Prokop Basil P
 Form 3
 November 07, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *

Prokop Basil P
 (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

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 President -Canada Distribution

5. 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

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)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

(Instr. 5)

| | | | | | | | |
|-----------------------------|---------------------------|---------------------------|--------------|------------------|---------------------|---|---|
| Stock Option (Right to Buy) | 08/23/2005 ⁽¹⁾ | 08/23/2011 | Common Stock | 91,667 | \$ 15.5 | D | Â |
| Restricted Stock Unit | 08/23/2005 ⁽²⁾ | 08/23/2005 ⁽²⁾ | Common Stock | 16,500 | \$ 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 |
| Prokop Basil P 395 OYSTER POINT BOULEVARD, SUITE 415 SOUTH SAN FRANCISCO, CA 94080 | Â | Â | Â President -Canada Distribution | 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 25, 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 \$433,146, 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. 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.