

Loretz Congdon Stacy
Form 4
April 05, 2010

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 *
Loretz Congdon Stacy

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)
03/31/2010

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Senior VP & CFO

(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 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 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 Indirect Beneficial Ownership (Instr. 4)
Coremark Common Stock	03/31/2010		M	370 A	\$ 0.01 24,490	D	
Coremark Common Stock	03/31/2010		M	812 A	\$ 0.01 25,302	D	
Coremark Common Stock	03/31/2010		F	136 ⁽¹⁾ D	\$ 30.61 25,166	D	
	03/31/2010		F	96 ⁽²⁾ D	25,070	D	

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Coremark
Common
Stock

\$
30.61

Coremark
Common
Stock

03/31/2010

F

299 ⁽³⁾ D

\$
30.61

24,771

D

Coremark
Common
Stock

03/31/2010

F

260 ⁽⁴⁾ D

\$
30.61

24,511

D

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

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(9-02)

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

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 Securities (Instr. 3 and 4)		8. D S (	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units 07LTIP	\$ 0.01	03/31/2010		M		370		07/02/2008	07/01/2017	Coremark Common Stock	370
Restricted Stock Units 07LTIP	\$ 0.01	03/31/2010		M		812		02/01/2010	01/21/2019	Coremark Common Stock	812

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Loretz Congdon Stacy

Senior

395 OYSTER POINT BLVD., SUITE 415
SOUTH SAN FRANCISCO, CA 94080

VP &
CFO

Signatures

Amy Morgan,
POA

04/05/2010

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

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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