

Core-Mark Holding Company, Inc.
Form 4
May 25, 2006

FORM 4

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

OMB APPROVAL

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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 *
Perkins Thomas B

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/24/2006

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP of U.S. Divisions

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 (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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Coremark Common Stock | 05/24/2006 | | M | | 1,327 | A | \$ 0 |
| Coremark Common Stock | 05/24/2006 | | M | | 1,015 | A | \$ 0 |
| Coremark Common Stock | 05/24/2006 | | S | | 2,342 | D | \$ 39.5346 |
| | 05/25/2006 | | M | | 3,561 | A | \$ 0 |

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| | | | | | | | | |
|-----------------------------|------------|--|---|-------|---|----------|-------|---|
| Coremark Common Stock | | | | | | | | |
| Coremark Common Stock | 05/25/2006 | | M | 2,721 | A | \$ 0 | 6,282 | D |
| Coremark Common Stock | 05/25/2006 | | S | 5,800 | D | \$ 39.04 | 482 | D |
| Coremark Common Stock | 05/25/2006 | | S | 200 | D | \$ 38.79 | 282 | D |
| Coremark Common Stock | 05/25/2006 | | S | 282 | D | \$ 38.78 | 0 | 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) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Units 04 LTIP | \$ 0 | 05/24/2006 | | M | 1,327 | 08/23/2005 | 08/23/2014 | Coremark Common Stock | 1,327 |
| Restricted Stock Units 05 LTIP | \$ 0 | 05/24/2006 | | M | 1,015 <u>(1)</u> | 02/01/2006 | 02/08/2015 | Coremark Common Stock | 1,015 |
| Restricted Stock | \$ 0 | 05/25/2006 | | M | 3,561 | 08/23/2005 | 08/23/2014 | Coremark Common | 3,561 |

| | | | | | | | | | | |
|-----------------------------------------|------|------------|---|---------------------|------------|------------|--|--|-----------------------------|-------|
| Units 04 LTIP | | | | | | | | | Stock | |
| Restricted Stock Units 05 LTIP | \$ 0 | 05/25/2006 | M | 2,721 <u>(2)</u> | 02/01/2006 | 02/08/2015 | | | Coremark Common Stock | 2,721 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Perkins Thomas B 395 OYSTER POINT BLVD., SUITE 415 SOUTH SAN FRANCISCO, CA 94080 | | | VP of U.S. Divisions | |

Signatures

James Wall,
POA

10/11/2005

**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) Represents grants under 2005 LTIP previously reported on Form 3 as a dollar value with the resulting shares to be determined under a pricing formula based on the average closing price of the company's common stock.
- (2) Represents grants under 2005 LTIP previously reported on Form 3 as a dollar value with the resulting shares to be determined under a pricing formula based on the average closing price of the company's common stock.

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.