

McPherson Scott E
 Form 4
 April 05, 2010

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 McPherson Scott E

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)
 03/31/2010

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 SVP - Corporate Development

SOUTH SAN
 FRANCISCO, CA 94080

(City) (State) (Zip)

4. 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 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	03/31/2010		M		370	A	\$ 0.01 26,835	D
Coremark Common Stock	03/31/2010		M		812	A	\$ 0.01 27,647	D
Coremark Common Stock	03/31/2010		M		720	A	\$ 0.01 28,367	D
	03/31/2010		F		98 ⁽¹⁾	D	28,269	D

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Coremark Common Stock					\$ 30.61		
Coremark Common Stock	03/31/2010	F	191 ⁽²⁾	D	\$ 30.61	28,078	D
Coremark Common Stock	03/31/2010	F	69 ⁽³⁾	D	\$ 30.61	28,009	D
Coremark Common Stock	03/31/2010	F	215 ⁽⁴⁾	D	\$ 30.61	27,794	D
Coremark Common Stock	03/31/2010	F	188 ⁽⁵⁾	D	\$ 30.61	27,606	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. 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	720	01/01/2009 01/31/2018	Coremark Common Stock	720
	\$ 0.01	03/31/2010		M	812	02/01/2010 01/21/2019		812

Restricted
Stock
Units
07LTIP

Coremark
Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McPherson Scott E 395 OYSTER POINT BLVD., SUITE 415 SOUTH SAN FRANCISCO, CA 94080			SVP - Corporate Development	

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 RSU vesting
- (3) Shares withheld for taxes on Performance RSU Vesting previously reported in Table I
- (4) Shares withheld for taxes on RSU Vesting
- (5) 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. 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.