

McPherson Scott E  
Form 4  
April 04, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)

3. Date of Earliest Transaction (Month/Day/Year)  
03/31/2011

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

395 OYSTER POINT BLVD.,  
SUITE 415

(Street)

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

SOUTH SAN  
FRANCISCO, CA 94080

(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) |   |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|---|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Price                                                                                         |                                                          |                                   |   |
|                                 |                                      |                                                    |                                | Code                                                              | V                                                                                             | Amount                                                   |                                   |   |
| Coremark Common Stock           | 03/31/2011                           |                                                    | M                              | 812                                                               | A                                                                                             | \$ 0.01                                                  | 30,153                            | D |
| Coremark Common Stock           | 03/31/2011                           |                                                    | M                              | 750                                                               | A                                                                                             | \$ 0.01                                                  | 30,903                            | D |
| Coremark Common Stock           | 03/31/2011                           |                                                    | F                              | 187 <sup>(1)</sup>                                                | D                                                                                             | \$ 33.05                                                 | 30,716                            | D |
|                                 | 03/31/2011                           |                                                    | F                              | 414 <sup>(2)</sup>                                                | D                                                                                             |                                                          | 30,302                            | D |

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Coremark  
Common  
Stock \$  
33.05

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

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**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                                                | 03/31/2011                           |                                                    | M                              | 812                                                                                     | Date Exercisable: 02/01/2010<br>Expiration Date: 01/21/2016 | Coremark Common Stock                                         | 812                           |
| Restricted Stock Units 07LTIP              | \$ 0.01                                                | 03/31/2011                           |                                                    | M                              | 750                                                                                     | Date Exercisable: 02/01/2011<br>Expiration Date: 01/20/2017 | Coremark Common Stock                                         | 750                           |

## 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      04/04/2011

Date

\_\_Signature of  
Reporting Person

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

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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