

Core-Mark Holding Company, Inc.

Form 4

February 02, 2007

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 *
Prokop Basil P

(Last) (First) (Middle)

395 OYSTER POINT BLVD.,
SUITE 415

(Street)

SOUTH SAN
FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Core-Mark Holding Company, Inc.
[CORE]

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
President of Canada Distributi

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Coremark Common Stock	02/01/2007		M	400	A \$ 0	400	D
Coremark Common Stock	02/01/2007		S ⁽¹⁾	100	D \$ 31.34	300	D
Coremark Common Stock	02/01/2007		S ⁽²⁾	100	D \$ 31.35	200	D
	02/01/2007		S ⁽³⁾	97	D	103	D

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Coremark Common Stock					\$ 31.36		
Coremark Common Stock	02/01/2007	S ⁽⁴⁾	3	D	\$ 31.37	100	D
Coremark Common Stock	02/01/2007	S ⁽⁵⁾	100	D	\$ 31.4	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)	8. S (
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units 05 LTIP	\$ 0	02/01/2007		M	400	02/01/2006	02/08/2015	Coremark Common Stock	400

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Prokop Basil P 395 OYSTER POINT BLVD., SUITE 415 SOUTH SAN FRANCISCO, CA 94080	President of Canada Distributi

Signatures

Tina Peoples,
POA

02/02/2007

 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) Sold per Sec. 10b5-1program
- (2) Sold per Sec. 10b5-1program
- (3) Sold per Sec. 10b5-1program
- (4) Sold per Sec. 10b5-1program
- (5) Sold per Sec. 10b5-1program

Remarks:

All sales made pursuant to a Sec. 10(b)5-1 Plan.

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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