

Core-Mark Holding Company, Inc.  
 Form 4  
 August 19, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 Prokop Basil P

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)  
 08/18/2008

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

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	08/18/2008		M		1,400	A	\$ 0	1,400	D	Indirect Beneficial Ownership
Coremark Common Stock	08/18/2008		S		200	D	\$ 29.85	1,200	D	Indirect Beneficial Ownership
Coremark Common Stock	08/18/2008		S		300	D	\$ 29.86	900	D	Indirect Beneficial Ownership
	08/18/2008		S		200	D	\$ 29.89	700	D	Indirect Beneficial Ownership

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Coremark Common Stock								
Coremark Common Stock	08/18/2008		S	300	D	\$ 29.894	400	D
Coremark Common Stock	08/18/2008		S	100	D	\$ 29.93	300	D
Coremark Common Stock	08/18/2008		S	100	D	\$ 29.94	200	D
Coremark Common Stock	08/18/2008		S	100	D	\$ 30.19	100	D
Coremark Common Stock	08/18/2008		S	100	D	\$ 30.25	0	D

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

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SEC 1474  
(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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units 07LTIP	\$ 0	08/18/2008		M	1,400	07/02/2008	07/01/2017	Coremark Common Stock	1,400

## 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

S.Loretz-Congdon,  
POA 08/19/2008

\_\_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).

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.