

Core-Mark Holding Company, Inc.

Form 4

May 17, 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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

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

(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)  
05/15/2007

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)  
VP - U.S. Divisions

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	05/15/2007		M	1,727 A \$ 0	1,727	D	
Coremark Common Stock	05/15/2007		S <sup>(1)</sup>	200 D \$ 35.32	1,527	D	
Coremark Common Stock	05/15/2007		S	100 D \$ 35.33	1,427	D	
	05/15/2007		S	100 D	1,327	D	

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Coremark Common Stock					\$ 35.34		
Coremark Common Stock	05/15/2007	S	150	D	\$ 35.37	1,177	D
Coremark Common Stock	05/15/2007	S	100	D	\$ 35.38	1,077	D
Coremark Common Stock	05/15/2007	S	100	D	\$ 35.39	977	D
Coremark Common Stock	05/15/2007	S	50	D	\$ 35.4	927	D
Coremark Common Stock	05/15/2007	S	200	D	\$ 35.42	727	D
Coremark Common Stock	05/15/2007	S	100	D	\$ 35.43	627	D
Coremark Common Stock	05/15/2007	S	100	D	\$ 35.44	527	D
Coremark Common Stock	05/15/2007	S	400	D	\$ 35.45	127	D
Coremark Common Stock	05/15/2007	S	127	D	\$ 35.46	0	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3, 4,  
and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units 05 LTIP							Coremark Common Stock	1,727
	\$	0		05/15/2007	M	1,727	02/01/2006 02/08/2015	

## 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			VP - U.S. Divisions	

## Signatures

S  
Loretz-Congdon,  
POA  
05/17/2007

\_\_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) This sale and all subsequent sales on this Form 4 were pursuant to a 10b5-1 program.

### Remarks:

All of the above sales on this Form 4 were made pursuant to a 10b5-1 program.

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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