

Core-Mark Holding Company, Inc.

Form 4

August 13, 2008

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

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(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

3. Date of Earliest Transaction
(Month/Day/Year)
08/12/2008

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

(Street)
SOUTH SAN
FRANCISCO, CA 94080

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|---|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Coremark Common Stock | 08/12/2008 | | M | | 32,389 | A | \$ 15.5 32,389 |
| Coremark Common Stock | 08/12/2008 | | S | | 70 | D | \$ 29.41 32,319 |
| Coremark Common Stock | 08/12/2008 | | S | | 230 | D | \$ 29.39 32,089 |
| | 08/12/2008 | | S | | 300 | D | \$ 29.38 31,789 |

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Coremark
Common
Stock

| | | | | | | | |
|-----------------------------|------------|---|-----|---|----------|--------|---|
| Coremark Common Stock | 08/12/2008 | S | 100 | D | \$ 29.35 | 31,689 | D |
|-----------------------------|------------|---|-----|---|----------|--------|---|

| | | | | | | | |
|-----------------------------|------------|---|--------|---|------------|---|---|
| Coremark Common Stock | 08/12/2008 | S | 31,689 | D | \$ 29.0512 | 0 | D |
|-----------------------------|------------|---|--------|---|------------|---|---|

| | | | | | | | |
|-----------------------------|------------|---|--------|---|---------|--------|---|
| Coremark Common Stock | 08/13/2008 | M | 40,035 | A | \$ 15.5 | 40,035 | D |
|-----------------------------|------------|---|--------|---|---------|--------|---|

| | | | | | | | |
|-----------------------------|------------|---|-------|---|------|--------|---|
| Coremark Common Stock | 08/13/2008 | M | 1,002 | A | \$ 0 | 41,037 | D |
|-----------------------------|------------|---|-------|---|------|--------|---|

| | | | | | | | |
|-----------------------------|------------|---|--------|---|-----------|-------|---|
| Coremark Common Stock | 08/13/2008 | S | 40,035 | D | \$ 28.707 | 1,002 | D |
|-----------------------------|------------|---|--------|---|-----------|-------|---|

| | | | | | | | |
|-----------------------------|------------|---|-------|---|----------|---|---|
| Coremark Common Stock | 08/13/2008 | S | 1,002 | D | \$ 28.68 | 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) (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) | | | |
|---|--|---|---|--------------------------------------|--|--|-----|---|--------------------|-----------------------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 04LTIP plan grtd 8-23-2004 NQ | \$ 15.5 | 08/12/2008 | | M | | 32,389 | | 08/23/2005 | 08/23/2011 | Coremark Common Stock | 32,389 |
| | \$ 15.5 | 08/13/2008 | | M | | 40,035 | | 08/23/2005 | 08/23/2011 | | 40,035 |

04LTIP
plan grtd
8-23-2004
NQ

Coremark
Common
Stock

Restricted
Stock
Units
07LTIP

\$ 0

08/13/2008

M

1,002

07/02/2008

07/01/2017

Coremark
Common
Stock

1,002

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

08/13/2008

__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.

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