

Core-Mark Holding Company, Inc.
Form 4
May 17, 2007

FORM 4

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

OMB APPROVAL

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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)
395 OYSTER POINT BLVD.,
SUITE 415

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2007

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP - U.S. Divisions

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		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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Coremark Common Stock	05/15/2007		M		1,727	A	\$ 0	1,727	D	
Coremark Common Stock	05/15/2007		S ⁽¹⁾		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.

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

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

 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) 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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