

McPherson Scott E
Form 4
January 23, 2012

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)
01/19/2012

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
SVP - Corporate Development

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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Coremark Common Stock	01/19/2012		A		2,250 <u>(1)</u>	A	\$ 0.01 24,435	D
Coremark Common Stock	01/19/2012		M		2,250	A	\$ 0.01 26,685	D
Coremark Common Stock	01/19/2012		A		3,125 <u>(2)</u>	A	\$ 0.01 29,810	D
	01/19/2012		F		691 <u>(3)</u>	D	29,119	D

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Coremark
Common Stock \$ 39.81

Coremark
Common Stock 01/19/2012 F 202 ⁽⁴⁾ D \$ 39.81 28,917 D

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

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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 (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)	Amount or Number of Shares
Restricted Stock Units 10LTIP	\$ 0.01	01/19/2012		M	2,250	01/19/2011 01/19/2018	Coremark Common Stock	2,250

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

SVP - Corporate
Development

Signatures

Shawn Levitt,
POA 01/23/2012

**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) 2010 Long Term Incentive Plan Performance Award. Performance criteria met, 33% vested on 01/19/2012. Remainder vests quarterly over the next two years beginning 03/31/2012.
- (2) 2010 Long Term Incentive Plan Performance Award. Special one-time restricted stock award for extraordinary performance. Vests 1/3 on 1/19/2012 and the remainder vests quarterly over next 2 years.
- (3) Shares withheld for taxes on RSU Vesting
- (4) Shares withheld for taxes on vested portion of Performance RSU reported in Table I

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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