

Rolheiser Eric
Form 3
January 14, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Rolheiser Eric

(Last) (First) (Middle)

395 OYSTER POINT BLVD.,
SUITE 415

(Street)

SOUTH SAN
FRANCISCO,Â CAAÂ 94080

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/14/2009

3. Issuer Name **and** Ticker or Trading Symbol
Core-Mark Holding Company, Inc. [CORE]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

___ Director ___ 10% Owner

___ Officer ___ Other

(give title below) (specify below)

President - Canada Operations

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Coremark Common Stock

159

D Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

Date Exercisable

Expiration Date

Title

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				Amount or Number of Shares		or Indirect (I) (Instr. 5)	
04LTIP plan grtd 8-23-2004 NQ	03/22/2008 ⁽¹⁾	03/22/2014	Coremark Common Stock	1,750	\$ 36.03	D	Â
Restricted Stock Units 05 LTIP	01/02/2008 ⁽²⁾	02/08/2015	Coremark Common Stock	600	\$ 0	D	Â
07LTIP Stock Option	07/02/2008 ⁽⁴⁾⁽⁵⁾	07/01/2014 ⁽⁶⁾	Coremark Common Stock	4,692	\$ 36.96 ⁽³⁾	D	Â
Restricted Stock Units 07LTIP	07/02/2008 ⁽⁷⁾⁽⁸⁾	06/30/2017	Coremark Common Stock	2,564	\$ 0	D	Â
07 LTIP Performance Share	01/31/2009 ⁽⁹⁾	06/30/2017	Coremark Common Stock	2,500	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Rolheiser Eric 395 OYSTER POINT BLVD., SUITE 415 SOUTH SAN FRANCISCO, CA 94080	Â	Â	Â President - Canada Operations		Â

Signatures

Amy Morgan,
POA 01/14/2009

 Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) One-third of the options vest on the first anniversary of the grant and the remaining two-thirds vest in equal quarterly installments over the following two years.
- (2) One-third of the restricted stock units vest on the first anniversary of the grant and the remaining two-thirds vest in equal quarterly installments over the following two years.
- (3) 2,192 options have an exercise price of \$36.96 and 2,500 options have an exercise price of \$25.81.
- (4) One-third of the restricted stock units vest on the first anniversary of the grant and the remaining two-thirds vest in equal quarterly installments over the following two years.
- (5) 2,192 options granted on 7/22/2007, 2,500 options granted on 1/31/2008.
- (6) 2,192 options, granted on 7/2/2007, expire on 7/2/2014 and 2,500 options, granted on 1/31/2008, expire on 1/31/2015.

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- (7) One-third of the restricted stock units vest on the first anniversary of the grant and the remaining two-thirds vest in equal quarterly installments over the following two years.
- (8) 897 awards were granted on 7/2/2007, 1,667 awards were granted on 1/31/2008.
Performance Shares vest upon the achievement of certain company financial goals related to the period of 1/1/2008 to 12/31/2008.
- (9) One-third of approved shares vests upon Board certification and the remaining two-thirds vest in equal installments over the following two years.

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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