

McPherson Scott E
Form 4
October 04, 2011

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)
09/30/2011

____ 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 | 09/30/2011 | | M | | 812 | A | \$ 0.01 24,075 |
| Coremark Common Stock | 09/30/2011 | | M | | 750 | A | \$ 0.01 24,825 |
| Coremark Common Stock | 09/30/2011 | | F | | 414 ⁽¹⁾ | D | \$ 30.58 24,411 |
| | 09/30/2011 | | F | | 187 ⁽²⁾ | D | 24,224 |

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Coremark
Common
Stock \$
30.58

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 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units 07LTIP | \$ 0.01 | 09/30/2011 | | M | 812 | 02/01/2010 01/21/2016 | Coremark Common Stock | 812 |
| Restricted Stock Units 07LTIP | \$ 0.01 | 09/30/2011 | | M | 750 | 02/01/2010 01/21/2016 | Coremark Common Stock | 750 |

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 10/04/2011

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) Shares withheld for taxes on RSU Vesting

(2) Shares withheld for taxes on Performance RSU Vesting previously 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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