

Core-Mark Holding Company, Inc.
 Form 4
 August 13, 2008

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 *
 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
 (Street)

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

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

SOUTH SAN
 FRANCISCO, CA 94080

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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	08/12/2008		M		32,389	A	\$ 15.5
Coremark Common Stock	08/12/2008		S		70	D	\$ 29.41
Coremark Common Stock	08/12/2008		S		230	D	\$ 29.39
	08/12/2008		S		300	D	\$ 29.38
					32,389	D	
					32,319	D	
					32,089	D	
					31,789	D	

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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.

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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) (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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