

Core-Mark Holding Company, Inc.

Form 4

November 17, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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

3. Date of Earliest Transaction
(Month/Day/Year)
11/13/2008

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
Retired President-Canada Distr

(Street)
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)	(A) or (D)	Price	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 Indirect Beneficial Ownership (Instr. 4)
Coremark Common Stock	11/13/2008		M	2,212	A	\$ 0	2,212	D	
Coremark Common Stock	11/13/2008		S	85	D	\$ 17.89	2,127	D	
Coremark Common Stock	11/13/2008		S	200	D	\$ 17.84	1,927	D	
	11/13/2008		S	4	D	\$ 17.76	1,923	D	

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Coremark
Common
Stock

Coremark Common Stock	11/13/2008	S	6	D	\$ 17.74	1,917	D
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Coremark Common Stock	11/13/2008	S	4	D	\$ 17.7013	1,913	D
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Coremark Common Stock	11/13/2008	S	300	D	\$ 17.685	1,613	D
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Coremark Common Stock	11/13/2008	S	194	D	\$ 17.66	1,419	D
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Coremark Common Stock	11/13/2008	S	611	D	\$ 17.65	808	D
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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
Restricted Stock Units 07LTIP	\$ 0	11/13/2008		M		2,212		07/02/2008	07/01/2017	Coremark Common Stock	2,212

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				Retired President-Canada Distr

Signatures

S.Loretz-Congdon,
POA 11/17/2008

__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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