

Rolheiser Eric
Form 4
April 03, 2009

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 *
Rolheiser Eric

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2009

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

395 OYSTER POINT BLVD.,
SUITE 415

(Street)

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

SOUTH SAN FRANCISCO, CA 94080

(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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Coremark Common Stock | 04/03/2009 | | M | 149 | A | \$ 0.01 | 1,058 | D |
| Coremark Common Stock | 04/03/2009 | | M | 208 | A | \$ 0.01 | 1,266 | D |
| Coremark Common Stock | 04/03/2009 | | M | 67 | A | \$ 0.01 | 1,333 | D |
| | 04/03/2009 | | F | 67 ⁽¹⁾ | D | | 1,266 | D |

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| | | | | | | | | |
|-----------------------------|------------|--|---|-------------------|---|-------------|-------|---|
| Coremark Common Stock | | | | | | \$ 18.22 | | |
| Coremark Common Stock | 04/03/2009 | | F | 93 ⁽²⁾ | D | \$ 18.22 | 1,173 | D |
| Coremark Common Stock | 04/03/2009 | | F | 31 ⁽³⁾ | D | \$ 18.22 | 1,142 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units 07LTIP | \$ 0 | 03/31/2009 | | M | 149 | 07/02/2008 06/30/2017 | Coremark Common Stock | 149 |
| Restricted Stock Units 07LTIP | \$ 0 | 03/31/2009 | | M | 208 | 01/01/2009 06/30/2017 | Coremark Common Stock | 208 |
| 07 LTIP Performance Share | \$ 0 | 03/31/2009 | | M | 67 | 01/21/2009 06/30/2017 | Coremark Common Stock | 67 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Rolheiser Eric
395 OYSTER POINT BLVD., SUITE 415
SOUTH SAN FRANCISCO, CA 94080

President -
Canada
Operations

Signatures

Vicky Fong,
POA

04/03/2009

**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) Shares withheld for taxes.
 - (2) Shares withheld for taxes.
 - (3) Shares withheld for taxes.

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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