McPherson Scott E Form 4 February 08, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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Check this box

obligations may continue. See Instruction

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

Core-Mark Holding Company, Inc.

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * McPherson Scott E

(First)

395 OYSTER POINT BLVD., SUITE 415

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year) 01/18/2012

Symbol

[CORE]

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

SOUTH SAN FRANCISCO, CA 94080

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

(Check all applicable)

Director 10% Owner Other (specify Officer (give title

below) below) SVP - Corporate Development

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 Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Code V Amount (D)

(A)

or

Price

Securities Beneficially Owned Following Reported Transaction(s)

7. Nature of 6. Ownership Indirect Form: Direct (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

SEC 1474

(9-02)

D

(Instr. 3 and 4)

5. Amount of

F 276 (2) D 02/08/2012 28,641

Stock

Coremark Common

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)	4. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying So (Instr. 3 and 4	ecurities
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
RSU 10LTIP GR 2012	\$ 0.01	01/18/2012	A	6,500	01/18/2013(1)	01/18/2019	Coremark Common Stock	6,500

Reporting Owners

	Relationships		
Reporting Owner Name / Address	•		

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

02/08/2012

**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) One-third of the restricted stock units vest on January 18, 2013 and the remaining two-thirds vest in equal quarterly installments over fiscal 2013 and 2012.
- (2) Shares withheld for taxes on Plan Performance Award 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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