

Prokop Basil P
Form 4
August 25, 2006

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)
08/25/2006

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

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Coremark Common Stock	08/25/2006		M ⁽¹⁾	7,454	A	\$ 0	7,454	D
Coremark Common Stock	08/25/2006		S ⁽²⁾	100	D	\$ 30.85	7,354	D
Coremark Common Stock	08/25/2006		S ⁽³⁾	116	D	\$ 31.26	7,238	D
	08/25/2006		S ⁽⁴⁾	1,825	D		5,413	D

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Coremark Common Stock						\$ 31.27		
Coremark Common Stock	08/25/2006		S ⁽⁵⁾	1,400	D	\$ 31.28	4,013	D
Coremark Common Stock	08/25/2006		S ⁽⁶⁾	100	D	\$ 31.29	3,913	D
Coremark Common Stock	08/25/2006		S ⁽⁷⁾	312	D	\$ 31.31	3,601	D
Coremark Common Stock	08/25/2006		S ⁽⁸⁾	300	D	\$ 31.32	3,301	D
Coremark Common Stock	08/25/2006		S ⁽⁹⁾	100	D	\$ 31.44	3,201	D
Coremark Common Stock	08/25/2006		S ⁽¹⁰⁾	600	D	\$ 31.58	2,601	D
Coremark Common Stock	08/25/2006		S ⁽¹¹⁾	296	D	\$ 31.6	2,305	D
Coremark Common Stock	08/25/2006		S ⁽¹²⁾	300	D	\$ 31.62	2,005	D
Coremark Common Stock	08/25/2006		S ⁽¹³⁾	2,005	D	\$ 31.35	0	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3, 4,
and 5)

				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units 04 LTIP	\$ 0		08/25/2006	M				08/23/2005	08/23/2014	Coremark Common Stock	7,454

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

James Wall,
POA 08/25/2006

__Signature of Date
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) Restricted Stock Units settle in Common Stock on a 1:1 basis.
- (2) Sold per Sec. 10b5-1program
- (3) Sold per Sec. 10b5-1program
- (4) Sold per Sec. 10b5-1program
- (5) Sold per Sec. 10b5-1program
- (6) Sold per Sec. 10b5-1program
- (7) Sold per Sec. 10b5-1program
- (8) Sold per Sec. 10b5-1program
- (9) Sold per Sec. 10b5-1program
- (10) Sold per Sec. 10b5-1program
- (11) Sold per Sec. 10b5-1program
- (12) Sold per Sec. 10b5-1program
- (13) Sold per Sec. 10b5-1program

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.