

Hautau Henry J
Form 4
February 07, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hautau Henry J

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)
02/07/2006

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
VP of Employee & Corp Services

(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)	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)
			Code	V	Amount	(A) or (D)	Price
Coremark Common Stock	02/07/2006		M ⁽²⁾⁽³⁾		3,000	A	\$ 0 3,000
Coremark Common Stock	02/07/2006		S ⁽⁶⁾		3,000	D	\$ 35.29 0

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

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SEC 1474
(9-02)

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0							02/01/2006 ⁽¹⁾	02/08/2015	Common Stock	7,000
Restricted Stock Units	\$ 0	02/07/2006		M ⁽⁴⁾⁽⁵⁾		3,000		08/23/2005	08/23/2014	Common Stock	3,000

VP of Employee & Corp Services

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- (4) Restricted Stock Units settle in Common Stock on a 1:1 basis.

One-third of the restricted stock units originally granted vested on August 23, 2005, the remaining restricted stock units vest in equal

- (5) monthly installments over the two year period commencing on August 23, 2005, for each month the grantee remains an employee. Vested stock units settle periodically beginning in 2006 until January 31, 2008.

- (6) Sold per Sec. 10b5-1 program

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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