

Hautau Henry J
Form 4
February 07, 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 *
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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2006

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

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 Ownership Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Coremark Common Stock | 02/07/2006 | | M ⁽²⁾⁽³⁾ | 3,000 | A | \$ 0 | 3,000 | D |
| Coremark Common Stock | 02/07/2006 | | S ⁽⁶⁾ | 3,000 | D | \$ 35.29 | 0 | D |

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

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(9-02)

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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) | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Units | \$ 0 | | | | | 02/01/2006 ⁽¹⁾ 02/08/2015 | Coremark Common Stock |
| Restricted Stock Units | \$ 0 | 02/07/2006 | | M ⁽⁴⁾⁽⁵⁾ | 3,000 | 08/23/2005 08/23/2014 | Coremark Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hautau Henry J 395 OYSTER POINT BLVD., SUITE 415 SOUTH SAN FRANCISCO, CA 94080 | | | VP of Employee & Corp Services | |

Signatures

James Wall, 02/07/2006
Attorney-in-fact

**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).
- One-third of the restricted stock units originally granted vested on February 1, 2006, the remaining restricted stock units vest in equal
- (1) quarterly installments over the two year period commencing on February 1, 2006, for each quarter the grantee remains an employee. Vested stock units settle periodically beginning in 2006 until February 15, 2008.
 - (2) 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
- (3) 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.

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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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