

Core-Mark Holding Company, Inc.  
 Form 4  
 May 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 \*  
 Perkins Thomas B

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)  
 05/24/2006

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 VP of U.S. Divisions

SOUTH SAN  
 FRANCISCO, CA 94080

(City) (State) (Zip)

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

**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) Code V Amount (D) Price			
Coremark Common Stock	05/24/2006		M	1,327 A \$ 0	1,327	D	
Coremark Common Stock	05/24/2006		M	1,015 A \$ 0	2,342	D	
Coremark Common Stock	05/24/2006		S	2,342 D \$ 39.5346	0	D	
	05/25/2006		M	3,561 A \$ 0	3,561	D	

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Coremark Common Stock								
Coremark Common Stock	05/25/2006		M	2,721	A	\$ 0	6,282	D
Coremark Common Stock	05/25/2006		S	5,800	D	\$ 39.04	482	D
Coremark Common Stock	05/25/2006		S	200	D	\$ 38.79	282	D
Coremark Common Stock	05/25/2006		S	282	D	\$ 38.78	0	D

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

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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 04 LTIP	\$ 0	05/24/2006		M	1,327	08/23/2005	08/23/2014	Coremark Common Stock	1,327
Restricted Stock Units 05 LTIP	\$ 0	05/24/2006		M	1,015 <u>(1)</u>	02/01/2006	02/08/2015	Coremark Common Stock	1,015
Restricted Stock	\$ 0	05/25/2006		M	3,561	08/23/2005	08/23/2014	Coremark Common	3,561

Units 04 LTIP									Stock	
Restricted Stock Units 05 LTIP	\$ 0	05/25/2006	M	2,721 <u>(2)</u>	02/01/2006	02/08/2015			Coremark Common Stock	2,721

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Perkins Thomas B 395 OYSTER POINT BLVD., SUITE 415 SOUTH SAN FRANCISCO, CA 94080			VP of U.S. Divisions	

## Signatures

James Wall,  
POA

10/11/2005

\*\*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) Represents grants under 2005 LTIP previously reported on Form 3 as a dollar value with the resulting shares to be determined under a pricing formula based on the average closing price of the company's common stock.
- (2) Represents grants under 2005 LTIP previously reported on Form 3 as a dollar value with the resulting shares to be determined under a pricing formula based on the average closing price of the company's common stock.

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