

THORNTON RANDOLPH I  
Form 4/A  
June 05, 2009

**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 \*  
THORNTON RANDOLPH I

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)  
07/02/2008

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

SOUTH SAN FRANCISCO, CA 94080  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/04/2009

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)
			Code	V Amount (A) or (D) Price			
Coremark Common Stock	07/02/2008		M	406 <sup>(1)</sup> A \$ 0	6,406	D	
Coremark Common Stock	01/01/2009		M	581 <sup>(2)</sup> A \$ 0	6,987	D	
Coremark Common Stock <sup>(6)</sup>	01/21/2009		A	782 A \$ 0	7,769	D	

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units 07LTIP	\$ 0	07/02/2008		M	406	07/02/2008 07/01/2017	Coremark Common Stock	406
Restricted Stock Units 07LTIP	\$ 0	01/01/2009		M	581	01/01/2009 07/01/2017	Coremark Common Stock	581
07LTIP Stock Option	\$ 19.19 <u>(3)</u>	01/21/2009		A	2,209 <u>(4)</u>	01/01/2010 <sup>(5)</sup> 07/01/2017	Coremark Common Stock	2,209

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

THORNTON RANDOLPH I  
395 OYSTER POINT BLVD., SUITE 415  
SOUTH SAN FRANCISCO, CA 94080

## Signatures

Amy Morgan,  
POA 06/05/2009

\*\*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) Reporting prior vesting of restricted stock units into common stock.
- (2) Reporting prior vesting of restricted stock units into common stock.
- (3) The exercise price was set at the closing price of the company's stock as reported by the NASDAQ Stock Market on January 21, 2009, the date the grant was approved.
- (4) Amended to correct an internal clerical error.
- (5) 100% vests on First Vesting Date
- (6) This grant represents RSU's from the 2007 Long Term Incentive Plan that are subject to vesting prior to their conversion to common stock.

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