

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Estimated average burden
 hours per response: 0.5

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<u>Hautau Henry J</u> (Last) (First) (Middle) <u>395 OYSTER POINT BLVD., SUITE 415</u> (Street) <u>SOUTH SAN FRANCISCO CA 94080</u> (City) (State) (Zip)			<u>Core-Mark Holding Company, Inc. [CORE]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/07/2006</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)		Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP of Employee & Corp Services</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 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	D	
Coremark Common Stock	02/07/2006		S ⁽⁶⁾		3,000	D	\$35.29	0	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
Restricted Stock Units	\$0						02/01/2006 ⁽¹⁾	02/08/2015	Coremark Common Stock	7,337	7,337	D	
Restricted Stock Units	\$0	02/07/2006		M ⁽⁴⁾⁽⁵⁾		3,000	08/23/2005	08/23/2014	Coremark Common Stock	3,000	6,000	D	

Explanation of Responses:

- One-third of the restricted stock units originally granted vested on February 1, 2006, the remaining restricted stock units vest in equal 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.
- 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 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.
- 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 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.
- Sold per Sec. 10b5-1 program

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

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.