

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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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 I2. 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 4153. Date of Earliest Transaction
(Month/Day/Year)
07/02/2008____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)(Street)
SOUTH SAN
FRANCISCO, CA 940804. If Amendment, Date Original
Filed(Month/Day/Year)
03/04/20096. 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)
Coremark Common Stock	07/02/2008		M	406 ⁽¹⁾ A \$ 0	6,406	D	
Coremark Common Stock	01/01/2009		M	581 ⁽²⁾ A \$ 0	6,987	D	
Coremark Common Stock ⁽⁶⁾	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)	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 (3)	01/21/2009		A	2,209 (4)	01/01/2010(5) 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.

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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