MINERALS TECHNOLOGIES INC

Form 4/A May 26, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

STIVERS WILLIAM C

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to

Issuer

MINERALS TECHNOLOGIES INC

[MTX]

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Last)

(Middle)

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

Officer (give title below)

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

MINERALS TECHNOLOGIES INC., 405 LEXINGTON AVENUE

(Street)

(First)

4. If Amendment, Date Original

Filed(Month/Day/Year)

04/04/2006

04/03/2006

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Applicable Line)

X_ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10174

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially

Owned

Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Ownership (Instr. 4)

(A)

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

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

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 control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	(A) ed of	(Month/Day/	rear)	(Ilisu: 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PHANTOM STOCK UNITS	\$ 0 (1)	04/03/2006		A		64.322		(2)	(2)	COMMON STOCK	64.322

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
STIVERS WILLIAM C MINERALS TECHNOLOGIES INC. 405 LEXINGTON AVENUE NEW YORK, NY 10174	X						

Signatures

VICTORIA LUKAUSKAS FOR WILLIAM C. STIVERS 05/26/2006

Date

Explanation of Responses:

**Signature of Reporting Person

- * 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) EACH PHANTOM STOCK UNIT, WHEN REDEEMED, WILL HAVE THE VALUE OF ONE SHARE OF THE COMPANY'S COMMON STOCK ON THE FIRST BUSINESS DAY OF THE MONTH IN WHICH PAYMENT IS MADE.
- THE PHANTOM STOCK UNITS WERE ACCRUED UNDER THE MINERALS TECHNOLOGIES INC. NON-FUNDED

 (2) DEFERRED COMPENSATION AND UNIT AWARD PLAN FOR NON-EMPLOYEE DIRECTOR'S AND ARE TO BE SETTLED IN CASH UPON THE REPORTING PERSON'S RETIREMENT.
- ON APRIL 4, 2006, THE REPORTING PERSON MISTAKENLY REPORTED THE AWARD OF 171.536 PHANTOM STOCK

 (3) UNITS WHEN IN FACT, THE REPORTING PERSON WAS AWARDED ONLY 64.322 PHANTOM STOCK UNITS. AS OF APRIL 4, 2006, THE REPORTING PERSON HAS BEEN AWARDED A TOTAL OF ONLY 2,506.857 PHANTOM STOCK UNITS.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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