

DIETRICH DOUGLAS T
Form 4
February 01, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
DIETRICH DOUGLAS T

2. Issuer Name and Ticker or Trading Symbol
MINERALS TECHNOLOGIES INC
[MTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
405 LEXINGTON AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/28/2009

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President

NEW YORK, NY 10174

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/28/2010		M	1,634 A \$ 2,638		D	
Common Stock	01/28/2010		F	758 D \$ 48.27	1,880	D	
Common Stock					482 ⁽²⁾	I	By 401(k) Plan

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

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number.

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	
Employee Stock Option (Right to Buy)	\$ 39.71	01/28/2009		A	8,500	<u>(3)</u>	01/28/2019	Common Stock	8,500
Deferred Restricted Stock Units (DRSUs)	<u>(1)</u>	01/28/2009		A	4,900	<u>(4)</u>	<u>(4)</u>	Common Stock	4,900
DRSUs	<u>(1)</u>	01/28/2010		M	1,634	<u>(5)</u>	<u>(5)</u>	Common Stock	1,634

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIETRICH DOUGLAS T 405 LEXINGTON AVENUE NEW YORK, NY 10174			Vice President	

Signatures

Thomas Meek for Douglas T. Dietrich
02/01/2010

**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) Each DRSU is the economic equivalent of one share of Minerals Technologies Inc. Common Stock.

(2)

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Mr. Dietrich has 482 shares of Minerals Technologies Inc. Common Stock under the Company's 401(k) Plan. The information contained in this report is based on a Plan Statement dated as of January 28, 2010.

- (3) The options vest in three equal annual installments beginning on January 28, 2010.
- (4) DRSUs vest in three equal annual installments beginning on January 28, 2010. Vested shares will be delivered to the reporting person upon vesting.
- (5) Mr. Dietrich was granted 4,900 DRSUs on January 28, 2009, which vest in three equal annual installments beginning on January 28, 2010.

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.