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MINERALS TECHNOLOGIES INC Form 4 December 16, 2008 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading JOHNSON KRISTINA M Issuer Symbol MINERALS TECHNOLOGIES INC (Check all applicable) [MTX] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) MINERALS TECHNOLOGIES 12/12/2008 **INC., 405 LEXINGTON AVENUE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting NEW YORK, NY 10174 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) 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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. 5. Number | 6. Date Exercisable and | 7. Title and Amount of | 8. Pric |
|-------------|------------|---------------------|--------------------|-------------------------|-------------------------|------------------------|---------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transaction of Derivati | ve Expiration Date | Underlying Securities | Deriva |

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| Security (Instr. 3) | or Exercise Price of Derivative Security | (Month/Day/Year) | Code (Instr. 8) | Acquired (A) or Disposed (D) | Acquired (A) or Disposed of (D) (Instr. 3, 4, | | (Month/Day/Year) | | (Instr. 3 and 4) | | |
|---------------------------|---|------------------|--------------------|---------------------------------------|---|---------------------|--------------------|-------|--|-------|------|
| | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| Phantom Stock Units | <u>(1)</u> | 12/12/2008 | | А | 7.298 | | (2) | (2) | Common Stock | 7.298 | \$ (|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| Reporting o when runne / runness | Director | 10% Owner | Officer | Other | | |
| JOHNSON KRISTINA M MINERALS TECHNOLOGIES INC. 405 LEXINGTON AVENUE NEW YORK, NY 10174 | Х | | | | | |
| Signatures | | | | | | |
| Charles Malone for Kristina M. Johnson | 12 | 2/16/2008 | | | | |
| <u>**</u>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 phantom stock unit is the economic equivalent of one share of the Company's common stock.
- (2) The phantom stock units were accrued under the Minerals Technologies Inc. Non-Funded Deferred Compensation and Unit Award Plan for Non-Employee Directors and are to be settled in cash upon the reporting person's termination of service as a director.

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.