

MINERALS TECHNOLOGIES INC
 Form 4
 August 10, 2016

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)
 622 THIRD AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/09/2016

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Chief Financial Officer

NEW YORK, NY 10017

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 | 08/09/2016 | | M | | 4,200 A \$ 32.675 | 46,779 | D |
| Common Stock | 08/09/2016 | | M | | 10,000 A \$ 32.08 | 56,779 | D |
| Common Stock | 08/09/2016 | | S | | 10,080 (1) D \$ 69.26 (2) | 46,699 | D |
| Common Stock | 08/09/2016 | | S | | 1,000 (1) D \$ 68.72 (3) | 45,699 | D |
| Common Stock | | | | | | 2,812 | I |

By 401(k)
(4)

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 32.675 | 08/09/2016 | | M | 4,200 | ⁽⁵⁾ 08/01/2017 | Common Stock | 4,200 |
| Employee Stock Option (Right to Buy) | \$ 32.08 | 08/09/2016 | | M | 10,000 | ⁽⁶⁾ 02/27/2018 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DIETRICH DOUGLAS T 622 THIRD AVENUE NEW YORK, NY 10017 | | | Chief Financial Officer | |

Signatures

Thomas Meek for Douglas
Dietrich
08/10/2016
Date

**Signature of Reporting Person

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).

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- (1) Reflects shares sold to pay withholding taxes and costs of options; balance of shares retained by the officer.
- (2) Weighted average price representing high of \$69.79 and low of \$68.79.
- (3) Weighted average price representing high of \$68.78 and low of \$68.69.
- (4) The information contained in this report is based on a Plan Statement dated as of August 9, 2016.
- (5) The option vested in three equal annual installment beginning on February 29, 2008.
- (6) The option vested in three equal annual installment beginning on February 27, 2009.

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.