

MINERALS TECHNOLOGIES INC

Form 4/A

May 26, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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if no longer
subject to
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 *
STIVERS WILLIAM C2. 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)
MINERALS TECHNOLOGIES
INC., 405 LEXINGTON AVENUE3. Date of Earliest Transaction
(Month/Day/Year)
01/03/2006☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)(Street)
NEW YORK, NY 101744. If Amendment, Date Original
Filed(Month/Day/Year)
01/04/20066. 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PHANTOM STOCK UNITS	(1)	01/03/2006	A		64.015		(2)	(2)	COMMON STOCK	64.015

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

__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, 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 JANUARY 4, 2006, THE REPORTING PERSON MISTAKENLY REPORTED THE AWARD OF 170.707 PHANTOM STOCK UNITS WHEN IN FACT, THE REPORTING PERSON WAS AWARDED ONLY 64.015 PHANTOM STOCK UNITS. AS OF
- (3) JANUARY 4, 2006, THE REPORTING PERSON HAS BEEN AWARDED A TOTAL OF ONLY 2,440.437 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.