SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
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0.5

| Check this box if no longer subject to Section 16. Form 4 or Form 5 | STATEMENT OF CH |
|--|----------------------|
| obligations may continue. See Instruction 1(b). | Filed pursuant to Se |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | or Section So(ii) of the investment Company Act of 1940 | | | | | | | |
|--|---------|---------------|--|---|---|-----------------------|--|--|--|--|
| 1. Name and Address of Reporting Person* CHOLMONDELEY PAULA H | | | 2. Issuer Name and Ticker or Trading Symbol MINERALS TECHNOLOGIES INC [MTX] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
| | | <u>AULA H</u> | | X | Director | 10% Owner | | | | |
| (Last) 622 THIRD AV | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 07/01/2011 | | Officer (give title below) | Other (specify below) | | | | |
| | LITOL | | | | | | | | | |
| (Chroat) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| (Street) NEW YORK | , | | | X | Form filed by One Reporting Person | | | | | |
| | | | | | Form filed by More than One Reporting Person | | | | | |
| (City) | (State) | (Zip) | | | F EISON | | | | | |
| 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) | Date, Transactio Code (Inst | | Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--|---|--------------------------------|---|-------------------------------------|---------------|-------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1150.4) |

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. Transa Code (8) | | Derivative | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|------------------------------|---|------------|-----|--|--------------------|---|-------------------------------------|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | Transaction(s) (Instr. 4) | | |
| Phantom Stock Units | (1) | 07/01/2011 | | A | | 258.646 | | (2) | (2) | Common Stock | 258.646 | \$0 | 7,646.482 | D | |

Explanation of Responses:

1. Each phantom stock unit is the economic equivalent of one share of Minerals Technologies Inc. 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.

Remarks:

Thomas J. Meek for Paula H. J. 07/06/2011

<u>Cholmondeley</u>

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.