

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

**FORM 8-K**

**CURRENT REPORT**  
Pursuant To Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **July 1, 2005**

**MINERALS TECHNOLOGIES INC.**

(Exact name of registrant as specified in its charter)

**Delaware**



(State or other jurisdiction  
of incorporation)

**1-3295**



(Commission File  
Number)

**25-1190717**



(IRS Employer  
Identification No.)

**405 Lexington Avenue, New York, NY**



(Address of principal executive offices)

**10174-0002**



(Zip Code)

**(212) 878-1800**



(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions.

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On January 28, 2005, Minerals Technologies Inc. (the "Company") filed a current report on Form 8-K disclosing under Item 1.01 the compensation of its directors.

Effective July 1, 2005, the Compensation Committee of the Board of Directors increased the compensation of the Chair of the Audit Committee from units totaling \$12,000 in value each year to units totaling \$15,000 in value each year, payable in equal quarterly installments. Each unit has the economic value of one share of the Company's stock.

An updated summary of the total compensation to be paid to non-employee directors is filed as Exhibit 10.1 and incorporated by reference herein. Employee-directors are not compensated for serving on the Board.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

10.1 Summary of Compensation for Non-employee Directors

-2-

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MINERALS TECHNOLOGIES INC.**  
(Registrant)

By: /s/ Kirk G. Forrest

  
Name: Kirk G. Forrest  
Title: Secretary

Date: July 8, 2005

-3-

## EXHIBIT INDEX

**Exhibit No.**

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**Subject Matter**

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10.1

Summary of Compensation for Non-employee Directors

<b>DIRECTORS' FEES</b>			
	<b>Annual Fees &amp; Awarded Units</b>	<b>Payable as Follows*</b>	<b>For Each Meeting</b>
<b>Annual Retainer Fee</b>	\$25,000 + 500 units	\$6,250 quarterly; 500 units awarded on election to the Board and annually on the date of the Annual Stockholders' meeting; retainer fees awarded for the quarter when director is elected to the board	--
<b>Retainer Fee for the Compensation &amp; Corporate Governance Committees (non-chair)</b>	Zero cash payments, units totaling \$6,000 in value	\$1,500 in units quarterly	--
<b>Retainer Fee for the Audit Committee (non-chair)</b>	Zero cash payments, units totaling \$9,000 in value	\$2,250 in units quarterly	--
<b>Retainer Fee for the Compensation &amp; Corporate Governance Committees (chair)</b>	Zero cash payments, units totaling \$9,000 in value	\$2,250 in units quarterly	--
<b>Retainer Fee for the Audit Committee (chair)</b>	Zero cash payments, units totaling \$15,000 in value	\$3,750 in units quarterly	--
<b>Board of Directors Meeting Fee</b>	--	--	\$2,000 paid for each meeting attended
<b>Committee Meeting Fee for the Compensation, Corporate Governance &amp; Audit Committees (non-chair)</b>	--	--	\$1,000 paid for each meeting attended
<b>Committee Meeting Fee for the Compensation, Corporate Governance &amp; Audit Committees (chair)</b>	--	--	\$1,500 paid for each meeting attended

\*Retainer fees are paid during the months of January, April, July & October