

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <b>GRAY S GARRETT</b>  (Last) (First) (Middle) <b>MINERALS TECHNOLOGIES INC.</b> <b>405 LEXINGTON AVENUE</b>  (Street) <b>NEW YORK NY 10174</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>MINERALS TECHNOLOGIES INC [ MTX ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <b>VICE PRESIDENT</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/25/2004</b>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK	07/03/2003 <sup>(5)</sup>		J <sup>(5)</sup>		9.5	A	\$50.06 <sup>(5)</sup>	6,936.4	I	BY 401(K) PLAN

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$53.89	02/25/2004	02/25/2004	A		6,000		(1)	(1)	COMMON STOCK	6,000	\$0 <sup>(3)</sup>	82,546	D	
DEFERRED STOCK	(3)	02/25/2004	02/25/2004	A		2,100		02/25/2004 <sup>(2)</sup>	02/25/2009 <sup>(2)</sup>	COMMON STOCK	2,100	\$0 <sup>(3)</sup>	4,100	D	
PHANTOM STOCK UNITS	(3)	12/31/2003		A		43.9		(4)	(4)	COMMON STOCK	43.9	(3)	1,708.9	D	

**Explanation of Responses:**

- THE OPTION VESTS IN FOUR EQUAL ANNUAL INSTALLMENTS BEGINNING ON FEBRUARY 25, 2005.
- DEFERRED STOCK ISSUED PURSUANT TO THE COMPANY'S 2001 STOCK AWARD AND INCENTIVE PLAN. DEFERRED STOCK VESTS FIVE YEARS FORM DATE OF REPORTING PARTY'S RECEIPT OF NOTIFICATION.
- ONE FOR ONE
- THE REPORTED PHANTOM STOCK UNITS WERE ACQUIRED UNDER THE MINERALS TECHNOLOGIES INC. EXCESS BENEFIT PLAN AND ARE TO BE SETTLED UPON THE REPORTING PERSON'S RETIREMENT OR OTHER TERMINATION OF SERVICE BASED UPON A REPORT DATED 12/31/03.
- MR. GRAY HAS 6936.4 SHARES OF MINERALS TECHNOLOGIES INC. STOCK UNDER THE COMPANY'S 401(K) PLAN. THE INFORMATION IN THIS REPORT IS BASED ON A PLAN STATEMENT DATED AS OF DECEMBER 31, 2003.

**Remarks:**

LINDA A. BUGGELN FOR S. 02/27/2004  
GARRETT GRAY

\*\* 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.