SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

| OMB Number: 3235-0287 | | | | | | | |
|--------------------------|--------|--|--|--|--|--|--|
| Estimated average burden | | | | | | | |
| hours per response | e: 0.5 | | | | | | |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| | | | UI Set | ction 30(n) of the Ir | ivestinent Con | Ipany Act of 1940 | | | | | | |
|--|------------------|----------|-------------------|---------------------------------------|----------------|----------------------------|--|---------------------------------------|-----------------|---------------|--|--|
| 1. Name and Address of Reporting Person [*] <u>REID JOHN T</u> | | | | er Name and Ticke ERALS TEC | | (mbol GIES INC [MTX] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
| | | | | | | () | X | Director | 10% C | Dwner | | |
| (Last) 622 THIRD AV | (First) /ENUE | (Middle) | 3. Date 10/01/ | e of Earliest Transa /2010 | ction (Month/D | ay/Year) | | Officer (give title below) | Other below) | (specify) | | |
| | | | 4. If An | nendment, Date of | Original Filed | Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable | | | | | |
| (Street) NEW YORK | NY | 10017 | | | | | Line) X | Form filed by One Form filed by Mo | | | | |
| (City) | (State) | (Zip) | | | | | | Person | e than one kep | orung | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | |
| 1. Title of Security (Instr. 3) 2. Transa | | | | 2A. Deemed | 3. | 4. Securities Acquired (A) | or | 5. Amount of | 6. Ownership | 7. Nature of | | |

| | 1. Title of Security (Instr. 3) | Date | if any | Transaction Code (Instr. | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | Securities Beneficially Owned Following | Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership | |
|--|---------------------------------|------|--------|-----------------------------|--|--|-------|--|---|---------------------------------|---|--|
| | | | Code | v | | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 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 Transaction(s) | 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 | | (Instr. 4) | | |
| Phantom Stock Units | (1) | 10/01/2010 | | А | | 338.875 | | (2) | (2) | Common Stock | 338.875 | \$0 | 15,762.77 | D | |

Explanation of Responses:

1. Each phantom stock unit is the economic equivalent of one share of the Company's 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 John T.

Reid

10/04/2010

Date

** Signature of Reporting Person

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.