

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: May 21, 2001

Commission file number 1-3295

MINERALS TECHNOLOGIES INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

25-1190717

(I.R.S. Employer
Identification Number)

The Chrysler Building

405 Lexington Avenue

New York, New York

(address of principal executive office)

10174-1901

(Zip Code)

(212) 878-1800

(Registrant's telephone number including area code)

Items 1-8. Not Applicable

Item 9. Regulation FD Disclosure

On May 21, 2001, Minerals Technologies Inc. sent a letter to Mr. Eric D. Roiter, General Counsel, FMR Co., regarding the company's intention to modify the proposed 2001 Stock Award and Incentive Plan which is set forth as Appendix 2 to the proxy statement dated March 30, 2001. A copy of the letter is attached to this Current Report on Form 8-K as Exhibit 99. This information is not to be considered "filed" for purposes of Section 18 of the Exchange Act of 1934 or otherwise subject to the liabilities of that Section, and is not incorporated by reference into the company's other filings pursuant to the Securities Exchange Act of 1934.

SIGNATURE

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, thereunto duly authorized.

MINERALS TECHNOLOGIES INC.

By: S. Garrett Gray
S. Garrett Gray
Vice President, General Counsel
and Secretary

Date: May 21, 2001

EXHIBIT INDEX

Exhibit No.	Description
99	Letter to Eric D. Roiter dated May 21, 2001

May 21, 2001

VIA FACSIMILE
617/476-9576

Mr. Eric D. Roiter
General Counsel
FMR Co.
82 Devonshire Street F5E
Boston, Massachusetts 02109

Dear Mr. Roiter:

This Company has undertaken a further review of its proposed 2001 Stock Award and Incentive Plan as set forth in Appendix 2 to its proxy statement dated March 30, 2001 (the Plan). As a result of that review and taking into account the needs of this Company that underlie the Plan, it is the intention of this Company to modify Section 4.(a) of the Plan to limit the total number of shares which may be issued and delivered in connection with Awards other than Options (as such terms are defined in the Plan) to no more than 10% of the total number of shares reserved under the Plan.

Sincerely,

S. Garrett Gray

cc: Robert McCormick