

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): **April 28, 2004**

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)

10174-1901



(Zip Code)

(212) 878-1800



(Registrant's telephone number, including area code)

On April 28, 2004, Minerals Technologies Inc. issued a press release announcing that its wholly owned subsidiary, Minteq International Inc., will build an automated plant in China for the production of refractories products. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits

99.1 Press Release dated April 28, 2004

99.2 Press Release dated April 29, 2004

Item 12. Results of Operations and Financial Condition

On April 29, 2004, Minerals Technologies Inc. issued a press release concerning its financial performance for the first quarter of 2004. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.2.


The information in this Item 12 and Exhibit 99.2 shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended ("the Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

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/ **S. Garrett Gray**


S. Garrett Gray
Vice President, General Counsel and
Secretary

Date: **April 30, 2004**

MINERALS TECHNOLOGIES INC.

EXHIBIT INDEX

| Exhibit No. | Subject Matter |
|--------------------|------------------------------------|
| 99.1 | Press Release dated April 28, 2004 |
| 99.2 | Press Release dated April 29, 2004 |

News

For Immediate Release
April 28, 2004

Contact:
Rick B. Honey
(212) 878-1831

MINERALS TECHNOLOGIES INC. TO CONSTRUCT A REFRATORIES PLANT IN CHINA

NEW YORK, April 28--Minerals Technologies Inc. (NYSE: **MTX**) announced today that its wholly owned subsidiary, MINTEQ International Inc., will build a modern, automated plant in China for the production of refractories products, which are used primarily in the steel industry. The company will spend approximately \$14 million for the construction of the facility in Kunshan, which is about 50 kilometers from Shanghai amid a cluster of 15 steel mills.

"In the past 10 years, China has emerged as the world's leader in steel production. In 2003, China's steel production increased 20 percent to more than 220 million tons--more than the United States and Japan combined," said Paul R. Saueracker, chairman, president and chief executive officer.

"Since steel accounts for more than half of the refractory materials consumed worldwide, we are constructing this new facility to position the company to service the Chinese steel market. This project is a continuation of our stated strategy to attain a stronger presence for our refractory products in Asia."

"In addition to producing refractory materials in China," said Alain Bouruet-Aubertot, senior vice president and managing director, MINTEQ International Inc., "we will be closer to our supply of two key raw materials, magnesia and bauxite. The proposed plant in Kunshan will have the capacity to produce about 100,000 tons of monolithic refractory materials and we expect it be become operational by mid-2005."

Minerals Technologies Inc. is a global resource- and technology-based growth company that develops, produces and markets the highest quality performance-enhancing minerals and related products, systems and services for the paper, steel, polymer and other manufacturing industries. The company reported sales of \$813.7 million in 2003.

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This press release contains some forward-looking statements; in particular statements of anticipated changes in the business environment in which the company operates and in the company's future operating rates. Actual results may differ materially from these expectations. The company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise. Forward-looking statements in this document should be evaluated together with the many uncertainties that affect our businesses, particularly those mentioned in the cautionary statements in our 2003 Annual Report Form 10-K and in our other reports filed with the Securities and Exchange Commission.

*For further information about Minerals Technologies Inc. look on the Internet at
<http://www.mineralstech.com>*

News

For Immediate Release
April 29, 2004

Contact:
Rick B. Honey
(212) 878-1831

**MINERALS TECHNOLOGIES INC. REPORTS FIRST QUARTER
DILUTED EARNINGS PER SHARE OF \$0.61,
INCLUDING A RESTRUCTURING CHARGE OF \$0.02**

NEW YORK, April 29--Minerals Technologies Inc. (NYSE: **MTX**) today reported first quarter diluted earnings per common share of \$0.61, which is consistent with the company's announcement on March 26. The \$0.61 per share includes a restructuring charge of \$0.02 per share from a program announced last year. This represents an 18-percent decrease from the \$0.74 reported in the first quarter of 2003 before the cumulative effect of an accounting change. The accounting change resulted from the adoption in the first quarter of 2003 of the Financial Accounting Standard Board's SFAS No. 143, "Accounting for Asset Retirement Obligations," which required the company to record a liability for future asset retirement obligations and represented a charge of \$0.17 per share.

Worldwide sales were \$209.5 million, a 4-percent increase over the \$201.5 million reported in the first quarter of 2003. Foreign exchange had a favorable impact of approximately \$10.0 million on sales, or 5 percentage points of growth. For the quarter, operating income was \$20.1 million compared with \$22.5 million for the same period last year, an 11-percent decrease.

"During the first quarter, we experienced weak results because of a number of factors. These included continued paper machine shutdowns and slowdowns, the effect of last May's agreement with International Paper Company, and the cyclical nature of equipment installations in the refractories business," said Paul R. Saueracker, chairman, president and chief executive officer. He added that the company also increased research and development spending to support key initiatives.

Sales in the Specialty Minerals segment, which includes the company's Precipitated Calcium Carbonate (PCC) and Processed Minerals product lines, increased 4 percent to \$143.7 million from \$137.8 million in the first quarter of 2003. Income from operations declined 13 percent to \$13.5 million from \$15.5 million in the same period last year.

Worldwide sales of PCC grew 3 percent to \$112.3 million from \$109.3 million in the first quarter of 2003. This growth was attributable to the favorable currency impact, primarily in Europe.

"Our Paper PCC volumes grew slightly, despite several paper machine shutdowns during 2003," said Mr. Saueracker. "More importantly, during the quarter we announced that we signed a joint venture agreement for the construction of two satellite PCC plants at paper mills in China owned by APP China. These satellites, which are the company's 55th and 56th, will add 8 additional units of capacity. Each unit represents an annual production capacity of between 25,000 and 35,000 tons of PCC. We expect these plants to be operational in the first quarter of 2005."

Worldwide sales of Processed Minerals products increased 10 percent in the first quarter to \$31.4 million from \$28.5 million in the same period in the prior year. This increase was attributable primarily to the continued strong demand from the residential construction-related industries and from new polymer and health-care applications for the company's talc products. Processed Minerals products, which include ground calcium carbonate, talc, mica and barytes, are used in the building materials, polymers, ceramics, paints and coatings, glass and other manufacturing industries.

Sales of Refractories segment products, which are used primarily in the steel industry, increased 3 percent to \$65.8 million from \$63.7 million in the first quarter of 2003. This growth was attributable to the favorable effect of foreign exchange. Income from operations declined 6 percent to \$6.6 million from \$7.0 million in the first quarter of 2003.

"The results of the refractories business during the first quarter were affected by lower sales of our proprietary measuring and application equipment," said Mr. Saueracker. "However, the Refractories segment operating margin remained in the double digits. In addition, as announced on April 28, we will build a 100,000-ton refractories manufacturing plant in China to position the company to service the growing Chinese steel market and to be closer to our supply of raw materials.

"A key development program--Synsil[®] products, the company's family of synthetic silicates for the glass industry--remains on track," said Mr. Saueracker. "In March, we signed our second commercial contract with the same glass manufacturer that signed the first such contract in the fourth quarter of 2003. Also, as part of our ongoing development program, we continue to evaluate the results of previous trials, produce Synsil[®] products for scheduled trials, as well as plan for additional trials with other glassmakers for this exciting new product.

"Our performance in the first quarter, which historically has been our most difficult, started slowly and then improved in February and March for both the Specialty Minerals and Refractories business segments," said Mr. Saueracker. "Going forward, an important point to note is that we expect our costs for magnesia and talc imported from China to continue to increase for a number of reasons, including higher shipping costs. We have initiated price increases in the affected product lines and are actively seeking alternative sources of supply to minimize the impact. Despite these efforts, the net impact of these costs could affect our profitability in the second half of 2004.

"During the remainder of the year, we hope to see a continuing upturn in the manufacturing economy, especially in paper and steel. Furthermore, we will continue to pursue opportunities for growth in all product lines," he said. "Considering all these factors we expect to earn between \$2.90 and \$3.00 per share for the full year."

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This press release contains some forward-looking statements; in particular statements of anticipated changes in the business environment in which the company operates and in the company's future operating rates. Actual results may differ materially from these expectations. The company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise. Forward-looking statements in this document should be evaluated together with the many uncertainties that affect our businesses, particularly those mentioned in the cautionary statements in our 2003 Annual Report Form 10-K and in our other reports filed with the Securities and Exchange Commission.

For further information about Minerals Technologies Inc. look on the Internet at <http://www.mineralstech.com>

MINERALS TECHNOLOGIES INC AND SUBSIDIARY COMPANIES CONDENSED CONSOLIDATED BALANCE SHEET

ASSETS

(In Thousands of Dollars)

| | March 28, 2004* | December 31, 2003** |
|--------------------------|----------------------------|--------------------------------|
| | | |
| Current assets: | | |
| Cash & cash equivalents | 86,561 | 90,515 |
| Accounts receivable, net | 157,718 | 147,600 |
| Inventories | 83,244 | 86,378 |
| Other current assets | 16,163 | 15,632 |

| | | |
|-----------------------------------|-------------------------|-------------------------|
| Total current assets | 343,686 | 340,125 |
| Property, plant and equipment | 1,219,606 | 1,209,950 |
| Less accumulated depreciation | <u>661,639</u> | <u>648,362</u> |
| Net property, plant & equipment | 557,967 | 561,588 |
| Goodwill | 52,671 | 52,721 |
| Prepaid benefit cost | 45,487 | 46,251 |
| Other assets and deferred charges | <u>34,671</u> | <u>34,815</u> |
| Total assets | <u>1,034,482</u> | <u>1,035,500</u> |

LIABILITIES AND SHAREHOLDERS' EQUITY

| | | |
|--|-------------------------|-------------------------|
| Current liabilities: | | |
| Short-term debt | 33,524 | 33,522 |
| Accounts payable | 41,736 | 44,217 |
| Other current liabilities | <u>42,103</u> | <u>44,296</u> |
| Total current liabilities | 117,363 | 122,035 |
| Long-term debt | 98,015 | 98,159 |
| Other non-current liabilities | <u>107,018</u> | <u>107,925</u> |
| Total liabilities | 322,396 | 328,119 |
| Total shareholders' equity | <u>712,086</u> | <u>707,381</u> |
| Total liabilities and shareholders' equity | <u>1,034,482</u> | <u>1,035,500</u> |

* Unaudited.

** Condensed from audited financial statements.

MINERALS TECHNOLOGIES INC. AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENT OF INCOME
(thousands of dollars, except per share data)
(unaudited)

| | First Quarter | | % |
|---------------------------------------|---------------|-------------|---------------|
| | <u>2004</u> | <u>2003</u> | <u>Growth</u> |
| Net sales | \$ 209,473 | \$ 201,450 | 4 |
| Operating costs and expenses: | | | |
| Cost of goods sold | 159,807 | 151,683 | 5 |
| Marketing and administrative expenses | 22,211 | 21,137 | 5 |
| Research and development expenses | 6,817 | 6,085 | 12 |

| | | | |
|---|------------------|------------------|-------|
| Restructuring charges | <u>572</u> | <u>0</u> | N/A |
| Income from operations | 20,066 | 22,545 | (11) |
| Non-operating deductions - net | <u>1,565</u> | <u>1,027</u> | 52 |
| Income before provision for taxes on income and minority interests | 18,501 | 21,518 | (14) |
| Provision for taxes on income | 5,500 | 6,134 | (10) |
| Minority interests | <u>411</u> | <u>467</u> | (12) |
| Income before cumulative effect of accounting change | 12,590 | 14,917 | (16) |
| Cumulative effect of accounting change | <u>0</u> | <u>3,433</u> | (100) |
| Net income | \$ <u>12,590</u> | \$ <u>11,484</u> | 10 |
| Weighted average number of common shares outstanding: | | | |
| Basic | 20,479 | 20,117 | |
| Diluted | 20,716 | 20,223 | |
| Earnings per share: | | | |
| Basic | | | |
| Before cumulative effect of accounting change | \$ 0.61 | \$ 0.74 | (18) |
| Cumulative effect of accounting change | <u>----</u> | <u>(0.17)</u> | |
| Basic earnings per share | \$ <u>0.61</u> | \$ <u>0.57</u> | 7 |
| Diluted | | | |
| Before cumulative effect of accounting change | \$ 0.61 | \$ 0.74 | (18) |
| Cumulative effect of accounting change | <u>----</u> | <u>(0.17)</u> | |
| Diluted earnings per share | \$ <u>0.61</u> | \$ <u>0.57</u> | 7 |
| Cash dividends declared per common share | \$ <u>0.050</u> | \$ <u>0.025</u> | |

1) For the periods ended March 28, 2004 and March 30, 2003.

2) Sales increased less than 1% in the United States in the first quarter of 2004. International sales increased approximately 10% in the first quarter of 2004.

3) The Company recorded restructuring charges of \$0.6 million in the first quarter of 2004 related to the program announced in December 2003. These charges relate to workforce reductions from business units and organization levels throughout the Company's worldwide operations.

4) Effective January 1, 2003, the Company adopted SFAS No. 143, "Accounting for Asset Retirement Obligations." Upon adoption, the Company recorded a non-cash after-tax charge to earnings of approximately \$3.4 million for the cumulative effect of this accounting change related to retirement obligations associated with the Company's PCC satellite facilities and its mining properties.

5) The Company paid approximately \$0.7 million of one-time termination benefits to a group of employees at a Specialty Minerals facility in the United Kingdom in the first quarter of 2003. Such charge is included in cost of goods sold.

6) The results of operations for the interim period ended March 28, 2004 are not necessarily indicative of the results that ultimately might be achieved for the current year.

7) The analyst conference call to discuss operating results for the first quarter is scheduled for April 30, 2004 at 11:00 a.m. and will be broadcast over the Company's website (www.mineralstech.com). The broadcast will remain on the Company's website for no less than one year.