FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL									
l	OMB Number:	3235-0287								
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0.5

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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 PASQU	2. Issuer Name and Ticker or Trading Symbol MINERALS TECHNOLOGIES INC [ MTX ]								Relationship neck all appli X Direct	cable) or	g Perso	10% O	vner					
MINERALS TECHNOLOGIES INC.						3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006								Office below	(give title		Other (s	specify
405 LEXINGTON AVENUE  (Street)						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person				
NEW YORK NY 10174													Form	Form filed by More than One Reporting Person				
(City)	(Sta		Zip)															
					action 2A. Deemed Execution Date,			3. Transact Code (In 8) Code	tion str.	4. Securi Disposed Amount	occurities Acquired (A) osed Of (D) (Instr. 3, 4) osed Of (D) (Instr.		5. Amou Securiti Benefici Owned Reporte Transac (Instr. 3	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/Y	ate, Tr	4. Transaction Code (Instr 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and of Securitie Underlying Security (Ir 4)	s Derivativ			e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				C	ode	v	(A)	(D)	Date Exercisable		piration ate	Title	Amour or Numbe of Shares					
PHANTOM STOCK UNITS	<b>\$0</b> <sup>(1)</sup>	01/03/2006			A	V	64.015		(2)		(2)	COMMON STOCK	64.01	\$58.58	5,918.8	49 <sup>(3)</sup>	D	

## **Explanation of Responses:**

- 1. EACH PHANTOM STOCK UNIT, WHEN REDEEMED, WILL HAVE THE VALUE OF ONE SHARE OF THE COMPANY'S COMMON STOCK ON THE FIRST BUSINESS DAY OF THE MONTH IN WHICH PAYMENT IS MADE.
- 2. THE PHANTOM STOCK UNITS WERE ACCRUED UNDER THE MINERALS TECHNOLOGIES INC. NON-FUNDED DEFERRED COMPENSATION AND UNIT AWARD PLAN FOR NON-EMPLOYEE DIRECTOR'S AND ARE TO BE SETTLED IN CASH UPON THE REPORTING PERSON'S RETIREMENT.
- 3. THE REPORTING PERSON ALSO DIRECTLY OWNS EMPLOYEE STOCK OPTIONS (I) TO PURCHASE 151 SHARES OF MTX COMMON STOCK AT \$39.53 PER SHARE WHICH BECAME EXERCISABLE IN THREE EQUAL ANNUAL INSTALLMENTS BEGINNING ON JANUARY 28, 2000 AND EXPIRING ON JANUARY 28, 2009 AND (II) TO PURCHASE 168 SHARES OF MTX COMMON STOCK AT \$46.625 PER SHARE WHICH BECAME EXERCISABLE IN THREE EQUAL ANNUAL INSTALLMENTS BEGINNING ON JANUARY 24, 2003 AND EXPIRING ON JANUARY 24, 2012 AND EXPIRI

## Remarks:

VICTORIA LUKAUSKAS
FOR MICHAEL F. 01/04/2006
PASQUALE

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.