

MINERALS TECHNOLOGIES INC
 Form 4
 November 12, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MUSCARI JOSEPH C

2. Issuer Name and Ticker or Trading Symbol
 MINERALS TECHNOLOGIES INC
 [MTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 622 THIRD AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/10/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO & Chairman

NEW YORK, NY 10017

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or (D) Price | | | |
| Common Stock | 11/10/2014 | | M/K | 40,779 (1) A \$ 76.85 | 286,832 | D | |
| Common Stock | 11/11/2014 | | F | 23,325 (2) D \$ 76.2026 (3) | 263,507 | D | |
| Common Stock | | | | | 24,000 | I | By Trust (4) |
| Common Stock | | | | | 2,518 | I | By 401(k) (5) |

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 0 | 11/10/2014 | | M | 70,000 | <u>(6)</u> 02/28/2018 | Common Stock | 70,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MUSCARI JOSEPH C 622 THIRD AVENUE NEW YORK, NY 10017 | X | | CEO & Chairman | |

Signatures

Thomas Meek for Joseph Muscari
11/11/2014
**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The officer has entered into an attestation stock swap whereby the option exercise costs have been covered by long shares owned, resulting in a net amount of 40,779 shares.
- (2) Reflects shares sold to pay withholding taxes relating to the reporting person's option exercise on November 10, 2014.
- (3) Weighted average price representing a high of \$76.69 and a low of \$76.00.
- (4) Reflects shares in trust for the benefit for reporting person's children.
- (5)

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The reporting person has 2,518 shares of Minerals Technologies Inc. Common Stock under the Company's 401(k) plan. The information contained in this report is based on a plan statement dated November 3, 2014.

(6) The options vested in three equal annual installments beginning on February 27, 2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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