

MUSCARI JOSEPH C
Form 4
March 03, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2009

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

MINERALS TECHNOLOGIES INC., 405 LEXINGTON AVENUE

(Street)

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

NEW YORK, NY 10174

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 02/27/2009 | | M | 6,834 A | 11,281 | D | |
| Common Stock | 02/27/2009 | | F | 3,266 D \$ 30.3 | 8,015 | D | |
| Common Stock | 03/02/2009 | | M | 6,667 A | 14,682 | D | |
| Common Stock | 03/02/2009 | | F | 3,186 D \$ 28.85 | 11,496 | D | |
| Common Stock | | | | | 544 ⁽²⁾ | I | By 401(k) Plan |

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

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SEC 1474
(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) | 8. F... Der... Sec... (In... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Deferred Restricted Stock Units ("DRSUs") | (1) | 02/27/2009 | | M | 6,834 | (3) (3) | Common Stock | 6,834 |
| DRSUs | (1) | 03/02/2009 | | M | 6,667 | (4) (4) | Common Stock | 6,667 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MUSCARI JOSEPH C MINERALS TECHNOLOGIES INC. 405 LEXINGTON AVENUE NEW YORK, NY 10174 | | X | | |

Signatures

Charles Malone for Joseph C. Muscari 03/03/2009

__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) Each DRSU is the economic equivalent of one share of Minerals Technologies Inc. Common Stock.

(2)

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Mr. Muscari has 544 shares of Minerals Technologies Inc. stock under the Company's 401(k) Plan. The information contained in this report is based on a Plan Statement dated as of February 27, 2009.

(3) Mr. Muscari was granted 20,500 DRSUs on February 27, 2008, which vest in three equal installments beginning on February 27, 2009.

(4) Mr. Muscari was granted 20,000 DRSUs on March 1, 2007, which vest in three equal installments beginning on March 1, 2008.

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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