

MINERALS TECHNOLOGIES INC
 Form 4
 February 29, 2008

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 *
HARRISON DENNIS R

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Senior Vice President

(Last) (First) (Middle)
MINERALS TECHNOLOGIES INC., 405 LEXINGTON AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/27/2008

NEW YORK, NY 10174

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 02/28/2008 | | M | 1,300 A (3) | 4,382 | D | |
| Common Stock | 02/28/2008 | | F | 439 D \$ 60.35 | 3,943 | D | |
| Common Stock | | | | | 2,916 (1) | I | By 401(k) Plan |

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

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SEC 1474 (9-02)

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (Right to Buy) | \$ 64.16 | 02/27/2008 | | A | 7,500 | (<u>2</u>) 02/27/2018 | Common Stock 7,500 |
| Deferred Restricted Stock Units ("DRSUs") | (<u>3</u>) | 02/27/2008 | | A | 4,500 | (<u>4</u>) (<u>4</u>) | Common Stock 4,500 |
| DRSUs | (<u>3</u>) | 02/28/2008 | | M | 1,300 | (<u>5</u>) (<u>5</u>) | Common Stock 1,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HARRISON DENNIS R MINERALS TECHNOLOGIES INC. 405 LEXINGTON AVENUE NEW YORK, NY 10174 | | | Senior Vice President | |

Signatures

Laszlo Serester for Dennis R.
Harrison

02/29/2008

 **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) Mr. Harrison has 2,916 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 22, 2008.

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- (2) The options vest in three equal annual installments beginning on February 27, 2009.
- (3) Each DRSU is the economic equivalent of one share of Minerals Technologies Inc. Common Stock.
- (4) DRSUs vest in three equal annual installments beginning on February 27, 2009. Vested shares will be delivered to the reporting person upon vesting.
- (5) Mr. Harrison was granted 3,900 DRSUs on February 28, 2007, which vest in three equal annual installments beginning on February 28, 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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