

MINERALS TECHNOLOGIES INC
 Form 4
 January 26, 2015

FORM 4

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

OMB APPROVAL

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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 *
HONEY RICK

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)
01/22/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VICE PRESIDENT

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/22/2015		M	388 A \$ 0	2,539	D	
Common Stock	01/22/2015		F	165 ⁽¹⁾ D \$ 61.06	2,374	D	
Common Stock	01/22/2015		M	308 A \$ 0	2,682	D	
Common Stock	01/22/2015		F	131 ⁽¹⁾ D \$ 61.06	2,551	D	
Common Stock					6,381	I	By 401(k) ⁽²⁾

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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)	8. Price or Value of Derivative Security (Instr. 3)
Restricted Stock Unit (RSU)	(3)	01/22/2014		M	388	(4) (4)	Common Stock	388
Restricted Stock Unit (RSU)	(3)	01/22/2015		M	308	(5) (5)	Common Stock	308

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HONEY RICK 622 THIRD AVENUE NEW YORK, NY 10017			VICE PRESIDENT	

Signatures

Thomas Meek for Rick Honey 01/26/2015

**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) These shares were withheld by Minerals Technologies Inc. to satisfy tax withholding obligations.
- (2) The information contained in this report is based on a Plan Statement dated as of January 22, 2015.

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- (3) Each RSU is the economic equivalent of one share of Minerals Technologies Inc. Common Stock.
- (4) The RSUs were granted on January 22, 2013 and vest in three equal annual installments beginning on January 22, 2014.
- (5) The RSUs were granted on January 22, 2014 and vest in three equal annual installments beginning on January 22, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.