

MINERALS TECHNOLOGIES INC  
 Form 4/A  
 May 26, 2006

**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 \*  
 STIVERS WILLIAM 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)  
 03/21/2006

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)  
 03/22/2006

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 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

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

**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 control number.**

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
PHANTOM STOCK UNITS	\$ 0 <sup>(1)</sup>	03/21/2006	A		2.102		<sup>(2)</sup>	<sup>(2)</sup>	COMMON STOCK	2.102

## Reporting Owners

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

## Signatures

VICTORIA LUKAUSKAS FOR WILLIAM C. STIVERS 05/26/2006

\_\_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 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.  
THE PHANTOM STOCK UNITS WERE ACCRUED UNDER THE MINERALS TECHNOLOGIES INC. NON-FUNDED
- (2) DEFERRED COMPENSATION AND UNIT AWARD PLAN FOR NON-EMPLOYEE DIRECTOR'S AND ARE TO BE SETTLED IN CASH UPON THE REPORTING PERSON'S RETIREMENT.  
ON MARCH 22, 2006, THE REPORTING PERSON MISTAKENLY REPORTED THE AWARD OF 2.302 PHANTOM STOCK
- (3) UNITS WHEN IN FACT, THE REPORTING PERSON WAS AWARDED ONLY 2.102 PHANTOM STOCK UNITS. AS OF MARCH 22, 2006, THE REPORTING PERSON HAS BEEN AWARDED A TOTAL OF ONLY 2,442.535 PHANTOM STOCK UNITS.

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.