

SOREL JOHN A
Form 4/A
January 28, 2005

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 *
SOREL JOHN A

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)

MINERALS TECHNOLOGIES
INC., 405 LEXINGTON AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2004

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

NEW YORK, NY 10174

4. If Amendment, Date Original Filed(Month/Day/Year)
02/27/2004

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 (D) Price | | | |
| COMMON STOCK | 06/06/2003 ⁽⁴⁾ | | J ⁽⁴⁾ | 2.7 A 47.46 ⁽⁴⁾ | 2,306.6 | I | BY 401(K) PLAN |

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)

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| | | | | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

| | | | | | | Date Exercisable | Expiration Date | Title | |
|--------------------------------------|------------|------------|------------|------|---|------------------|---------------------------|---------------------------|--------------|
| | | | | Code | V | (A) | (D) | | |
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | \$ 53.89 | 02/25/2004 | 02/25/2004 | A | | 8,800 | <u>(1)</u> | <u>(1)</u> | COMMON STOCK |
| DEFERRED STOCK | <u>(3)</u> | 02/25/2004 | 02/25/2004 | A | | 3,100 | 02/25/2004 ⁽²⁾ | 02/25/2009 ⁽²⁾ | COMMON STOCK |
| PHANTOM STOCK UNITS | <u>(3)</u> | 12/31/2003 | | A | | 129.8 | <u>(5)</u> | <u>(5)</u> | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| | Director 10% Owner Officer Other |
| SOREL JOHN A MINERALS TECHNOLOGIES INC. 405 LEXINGTON AVENUE NEW YORK, NY 10174 | SENIOR VICE PRESIDENT |

Signatures

LINDA A. BUGGELN FOR JOHN A. SOREL 01/28/2005

**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 OPTION VESTS IN FOUR EQUAL ANNUAL INSTALLMENTS BEGINNING ON FEBRUARY 25, 2005.
- (2) DEFERRED STOCK ISSUED PURSUANT TO THE COMPANY'S 2001 STOCK AWARD AND INCENTIVE PLAN. DEFERRED STOCK VESTS FIVE YEARS FROM DATE OF REPORTING PARTY'S RECEIPT OF NOTIFICATION.
- (3) ONE-FOR-ONE
- (4) MR. SOREL HAS 2306.6 SHARES OF MINERALS TECHNOLOGIES INC. STOCK UNDER THE COMPANY'S 401(K) PLAN. THE INFORMATION IN THIS REPORT IS BASED ON A PLAN STATEMENT DATED AS OF DECEMBER 31, 2003.

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THE REPORTED PHANTOM STOCK UNITS WERE ACQUIRED UNDER THE MINERALS TECHNOLOGIES INC. EXCESS
(5) BENEFIT PLAN AND ARE TO BE SETTLED UPON THE REPORTING PERSON'S RETIREMENT OR OTHER TERMINATION
OF SERVICE BASED UPON A REPORT DATED DECEMBER 31, 2003.

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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