

MINERALS TECHNOLOGIES INC

Form 4

August 10, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DIETRICH DOUGLAS T

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)
08/09/2016

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

NEW YORK, NY 10017

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/09/2016		M	4,200 A	\$ 32.675 46,779	D	
Common Stock	08/09/2016		M	10,000 A	\$ 32.08 56,779	D	
Common Stock	08/09/2016		S	10,080 (1) D	\$ 69.26 (2) 46,699	D	
Common Stock	08/09/2016		S	1,000 (1) D	\$ 68.72 (3) 45,699	D	
Common Stock					2,812	I	By 401(k) (4)

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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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 32.675	08/09/2016		M	4,200	<u>(5)</u> 08/01/2017	Common Stock	4,200
Employee Stock Option (Right to Buy)	\$ 32.08	08/09/2016		M	10,000	<u>(6)</u> 02/27/2018	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DIETRICH DOUGLAS T 622 THIRD AVENUE NEW YORK, NY 10017	Chief Financial Officer

Signatures

Thomas Meek for Douglas
Dietrich 08/10/2016

**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).

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- (1) Reflects shares sold to pay withholding taxes and costs of options; balance of shares retained by the officer.
- (2) Weighted average price representing high of \$69.79 and low of \$68.79.
- (3) Weighted average price representing high of \$68.78 and low of \$68.69.
- (4) The information contained in this report is based on a Plan Statement dated as of August 9, 2016.
- (5) The option vested in three equal annual installment beginning on February 29, 2008.
- (6) The option vested in three equal annual installment beginning on February 27, 2009.

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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