

MECHANICAL TECHNOLOGY INC
 Form 4
 April 05, 2006

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 *
 DOHRING EDWARD A

2. Issuer Name and Ticker or Trading Symbol
 MECHANICAL TECHNOLOGY INC [MKTY]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 360 BEACH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/30/2006

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

ROCHESTER, NY 14612
 (City) (State) (Zip)

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

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	03/30/2006		M ⁽¹⁾		5,000	A	\$ 0.56	33,689	D	
Common Stock	03/30/2006		S ⁽¹⁾		5,000	D	\$ 3.8	28,689	D	
Common Stock	03/30/2006		M ⁽¹⁾		10,000	A	\$ 0.56	38,689	D	
Common Stock	03/30/2006		S ⁽¹⁾		10,000	D	\$ 3.77	28,689	D	
Common Stock	03/30/2006		M ⁽¹⁾		8,333	A	\$ 2.8	37,022	D	

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Common Stock	03/30/2006	<u>S</u> ⁽¹⁾	8,333	D	\$ 3.85	28,689	D
Common Stock	03/30/2006	<u>M</u> ⁽¹⁾	10,000	A	\$ 1.91	38,689	D
Common Stock	03/30/2006	<u>S</u> ⁽¹⁾	10,000	D	\$ 3.85	28,689	D
Common Stock	03/30/2006	<u>M</u> ⁽¹⁾	2,979	A	\$ 0.56	31,668	D
Common Stock	03/30/2006	<u>S</u> ⁽¹⁾	2,979	D	\$ 3.9	28,689	D

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.

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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)	Amount or Number of Shares
BOD 4/1/03 Stock Options (Rights to Buy)	\$ 1.91	03/30/2006		<u>M</u> ⁽¹⁾	10,000	04/01/2003 ⁽²⁾ 03/31/2013	Common Stock	10,000
Employee Stock Options (Rights to Buy)	\$ 0.56	03/30/2006		<u>M</u> ⁽¹⁾	5,000	04/16/1997 04/15/2007	Common Stock	5,000
Employee Stock Options (Rights to Buy)	\$ 0.56	03/30/2006		<u>M</u> ⁽¹⁾	10,000	04/16/1997 04/15/2007	Common Stock	10,000

Employee Stock Options (Rights to Buy)	\$ 0.56	03/30/2006	M ⁽¹⁾	2,979	04/16/1997	04/15/2007	Common Stock	2,979
Stock Options (Right to Buy)	\$ 2.8	03/30/2006	M ⁽¹⁾	8,333	12/30/2005 ⁽³⁾	03/31/2013	Common Stock	8,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOHRING EDWARD A 360 BEACH STREET ROCHESTER, NY 14612	X			

Signatures

By: Cynthia A. Scheuer as Attorney in Fact for
Date: 04/05/2006

**Signature of Reporting Person

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 exercise of options and sales of common stock reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2006.
- (2) Immediately Vested
- (3) Immediately Vested.

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.