MECHANICAL TECHNOLOGY INC

Form 4 April 05, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

OMB APPROVAL OMB 3235-0287 Number:

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Common

Stock

Stock

03/30/2006

03/30/2006

(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) 360 BEACH		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/30/2006				_X Director Officer (give below)		Owner er (specify	
ROCHESTI	(Street) ER, NY 14612			ndment, Da ath/Day/Year	Č			6. Individual or Jo Applicable Line) _X_ Form filed by Form filed by Person	•	erson
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)) Execution any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
						(A)		Transaction(s) (Instr. 3 and 4)		
Common Stock	03/30/2006			Code V M(1)	Amount 5,000	(D)	Price \$ 0.56	33,689	D	
Common Stock	03/30/2006			S <u>(1)</u>	5,000	D	\$ 3.8	28,689	D	
Common Stock	03/30/2006			M <u>(1)</u>	10,000	A	\$ 0.56	38,689	D	

 $S^{(1)}_{-}$

 $M^{(1)}$

10,000 D

A

8,333

28,689

\$ 2.8 37,022

D

D

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

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

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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 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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
BOD 4/1/03 Stock Options (Rights to Buy)	\$ 1.91	03/30/2006		M(1)		10,000	04/01/2003(2)	03/31/2013	Common Stock	10,0
Employee Stock Options (Rights to Buy)	\$ 0.56	03/30/2006		M <u>(1)</u>		5,000	04/16/1997	04/15/2007	Common Stock	5,00
Employee Stock Options (Rights to Buy)	\$ 0.56	03/30/2006		M <u>(1)</u>		10,000	04/16/1997	04/15/2007	Common Stock	10,0

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Employee Stock Options (Rights to Buy)	\$ 0.56	03/30/2006	M <u>(1)</u>	2,979	04/16/1997	04/15/2007	Common Stock	2,91
Stock Options (Right to Buy)	\$ 2.8	03/30/2006	M <u>(1)</u>	8,333	12/30/2005(3)	03/31/2013	Common Stock	8,33

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 04/05/2006

**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) 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.

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