

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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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 *
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)

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

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

360 BEACH STREET

(Street)

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

ROCHESTER, NY 14612

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/30/2006		M ⁽¹⁾		5,000	A	\$ 0.56
Common Stock	03/30/2006		S ⁽¹⁾		5,000	D	\$ 3.8
Common Stock	03/30/2006		M ⁽¹⁾		10,000	A	\$ 0.56
Common Stock	03/30/2006		S ⁽¹⁾		10,000	D	\$ 3.77
Common Stock	03/30/2006		M ⁽¹⁾		8,333	A	\$ 2.8

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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.

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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 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 2,9

Stock
Options
(Right to
Buy)

\$ 2.8 03/30/2006

M⁽¹⁾

8,333 12/30/2005⁽³⁾ 03/31/2013

Common
Stock 8,3

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.

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