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MECHANICAL TECHNOLOGY INC

Form 3

October 27, 2016

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

OMB

response...

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OMB APPROVAL

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INITIAL STATEMENT OF 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 *

A Hirshfield Edward R

(Last)

1. Title of Security

(Instr. 4)

(First)

(Middle)

Statement

(Month/Day/Year)

10/21/2016

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

MECHANICAL TECHNOLOGY INC [MKTY]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

122 EAST 42ND STREET, **SUITE 4305**

(Street)

(Check all applicable)

(give title below) (specify below)

X Director __X__ 10% Owner Officer Other

6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting

Person

X Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

NEW YORK, NYÂ 10168

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

Beneficially Owned

2. Amount of Securities

(Instr. 4)

Ownership

Form:

Ownership (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Common Stock, \$0.01 par value $\frac{(1)}{}$

3,750,000

I

By: Brookstone Partners Acquisition XXIV, LLC (2)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

Expiration Date (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise

5. Ownership Form of (Instr. 5)

6. Nature of Indirect Beneficial Ownership

Price of Derivative Derivative Security:

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Date Expiration Title Amount or Security Direct (D)

Exercisable Date Number of Shares (I)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hirshfield Edward R 122 EAST 42ND STREET, SUITE 4305 NEW YORK, NY 10168	ÂX	ÂΧ	Â	Â
Brookstone Partners Acquisition XXIV, LLC 122 EAST 42ND STREET, SUITE 4305 NEW YORK, NY 10168	ÂX	ÂΧ	Â	Â
BP XXIV Flow, LLC 122 EAST 42ND STREET, SUITE 4305 NEW YORK, NY 10168	ÂX	ÂΧ	Â	Â
BP XXIV Meter, LLC 122 EAST 42ND STREET, SUITE 4305 NEW YORK, NY 10168	ÂX	ÂX	Â	Â

Signatures

By: /s/ Edward R. Hirshfield	10/27/2016		
**Signature of Reporting Person	Date		
By: Brookstone Partners Acquisition XXIV, LLC, By: BP XXIV Flow, LLC, Managing Member, By: BP XXIV Meter, LLC, Managing Member, By: /s/ Edward R. Hirshfield, Managing Member			
**Signature of Reporting Person	Date		
By: BP XXIV Flow, LLC, By: BP XXIV Meter, LLC, Managing Member, By: /s/ Edward R. Hirshfield, Managing Member			
**Signature of Reporting Person	Date		
By: BP XXIV Meter, LLC, By: /s/ Edward R. Hirshfield, Managing Member	10/27/2016		
**Signature of Reporting Person	Date		

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
 - This Form 3 is filed jointly by Brookstone Partners Acquisition XXIV, LLC ("Brookstone XXIV"), BP XXIV Flow, LLC ("Brookstone Flow"), BP XXIV Meter, LLC ("Brookstone Meter") and Edward R. Hirshfield (collectively, the "Reporting Persons"). Mr. Hirshfield is
- (1) a director of the Issuer. Each of the other Reporting Persons may be deemed to be a director by deputization by virtue of the fact that Mr. Hirshfield, the Managing Member of Brookstone Meter, which in turn is the Managing Member of Brookstone XXIV, is a director of the Issuer.
- (2) Represents securities owned directly by Brookstone XXIV. As the Managing Member of Brookstone XXIV, Brookstone Flow may be deemed to beneficially own the securities owned directly by Brookstone XXIV. As the Managing Member of Brookstone Flow, Brookstone Meter may be deemed to beneficially own the securities owned directly by Brookstone XXIV. As the Managing Member of

Reporting Owners 2

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Brookstone Meter, Mr. Hirshfield may be deemed to beneficially own the securities owned directly by Brookstone XXIV. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

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.