

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 <sup>(1)</sup>               |   | 5,000   | A  | \$ 0.56                           |
| Common Stock                    | 03/30/2006                           |  | S <sup>(1)</sup>               |   | 5,000   | D  | \$ 3.8                            |
| Common Stock                    | 03/30/2006                           |  | M <sup>(1)</sup>               |   | 10,000  | A  | \$ 0.56                           |
| Common Stock                    | 03/30/2006                           |  | S <sup>(1)</sup>               |   | 10,000  | D  | \$ 3.77                           |
| Common Stock                    | 03/30/2006                           |  | M <sup>(1)</sup>               |   | 8,333   | A  | \$ 2.8                            |

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|              |            |                         |        |   |         |        |   |
|--------------|------------|-------------------------|--------|---|---------|--------|---|
| Common Stock | 03/30/2006 | <u>S</u> <sup>(1)</sup> | 8,333  | D | \$ 3.85 | 28,689 | D |
| Common Stock | 03/30/2006 | <u>M</u> <sup>(1)</sup> | 10,000 | A | \$ 1.91 | 38,689 | D |
| Common Stock | 03/30/2006 | <u>S</u> <sup>(1)</sup> | 10,000 | D | \$ 3.85 | 28,689 | D |
| Common Stock | 03/30/2006 | <u>M</u> <sup>(1)</sup> | 2,979  | A | \$ 0.56 | 31,668 | D |
| Common Stock | 03/30/2006 | <u>S</u> <sup>(1)</sup> | 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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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. 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<br>4/1/03<br>Stock<br>Options<br>(Rights to<br>Buy) | \$ 1.91  | 03/30/2006                           |  | <u>M</u> <sup>(1)</sup>        | 10,000  | 04/01/2003 <sup>(2)</sup> 03/31/2013                     | Common<br>Stock   | 10,000                     |
| Employee<br>Stock<br>Options<br>(Rights to<br>Buy)      | \$ 0.56  | 03/30/2006                           |  | <u>M</u> <sup>(1)</sup>        | 5,000   | 04/16/1997 04/15/2007                                    | Common<br>Stock   | 5,000                      |
| Employee<br>Stock<br>Options<br>(Rights to<br>Buy)      | \$ 0.56  | 03/30/2006                           |  | <u>M</u> <sup>(1)</sup>        | 10,000  | 04/16/1997 04/15/2007                                    | Common<br>Stock   | 10,000                     |

Employee  
Stock  
Options  
(Rights to  
Buy)

\$ 0.56 03/30/2006

M<sup>(1)</sup>

2,979

04/16/1997 04/15/2007

Common  
Stock

2,979

Stock  
Options  
(Right to  
Buy)

\$ 2.8 03/30/2006

M<sup>(1)</sup>

8,333

12/30/2005<sup>(3)</sup> 03/31/2013

Common  
Stock

8,333

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| DOHRING EDWARD A<br>360 BEACH STREET<br>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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