#### MECHANICAL TECHNOLOGY INC

Form 4 April 27, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

Form filed by More than One Reporting

Person

2,250

Ι

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

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

Check this box

obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CHURCH DALE W Issuer Symbol MECHANICAL TECHNOLOGY (Check all applicable) INC [MKTY] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) 9 FRANKLIN STREET 04/21/2006 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

ALEXANDRIA, VA 22314

Stock

(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securit	ies Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	04/21/2006		S(1)	32	D	\$ 4.5	64,732	D	
Common Stock	04/24/2006		M(1)	20,000	A	\$ 3.42	84,732	D	
Common Stock	04/24/2006		S(1)	20,000	D	\$ 4.5	64,732	D	
Common Stock	04/24/2006		S(1)	49,968 (2)	D	\$ 4.5	14,764	D	
Common							2.250	т	Dr. Chausa

By Spouse

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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.

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 onDerivative 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 Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (Rights to Buy)	\$ 3.42	04/24/2006		M <u>(1)</u>	20,000 (2)	) 04/01/2002 <u>(3)</u>	03/31/2012	Common Stock	20,0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 2 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3 3	Director	10% Owner	Officer Other				
CHURCH DALE W 9 FRANKLIN STREET ALEXANDRIA, VA 22314	X						

# **Signatures**

By: Cynthia A. Scheuer as Attorney in Fact for 04/27/2006

\*\*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 28, 2006.
- As of April 27, 2006, Mr. Church, who is the only member of the Company's Board of Directors with an active 10b5-1 plan, owns 14,764 (2) shares of common stock and has 130,000 vested options outstanding and exercisable after the transactions reported in this Form 4. Mr. Church also has 66,250 unvested options outstanding which are not expected to vest before his board term expires on May 18, 2006.

(3) Immediately Vested

Reporting Owners 2

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