

Jones Frederick W.
Form 4
November 17, 2009

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 *
Jones Frederick W.

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)

C/O MECHANICAL TECHNOLOGY INCORPORATED,, 431 NEW KARNER ROAD

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2009

____ Director
 Officer (give title below) _____ Other (specify below)
ACTING CFO AND SECRETARY

(Street)

ALBANY, NY 12205

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

(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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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

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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 (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 Securities (Instr. 3 and 4)	8. Filing Date (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Rights to Buy) <u>(1)</u>	\$ 1.4	11/13/2009	11/13/2009	A	6,000	<u>(2)</u>	11/13/2019	Common Stock	6,000

Reporting Owners

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Jones Frederick W. C/O MECHANICAL TECHNOLOGY INCORPORATED, 431 NEW KARNER ROAD ALBANY, NY 12205			ACTING CFO AND SECRETARY	

Signatures

/S/ FREDERICK W. JONES
 11/17/2009
**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 option was granted under the Company's Amended and Restated 2006 Equity Incentive Plan.
 Options to purchase Common Stock of Company pursuant to Issuer's Amended and Restated 2006 Equity Incentive Plan and subject thereto. Vesting at the rate of (i) 50% of the shares immediately upon the Grant Date, and (ii) the remaining 50% of the shares at a rate of
- (2) 1/36 per month for the three (3) years following the Grant Date, for so long as the recipient of the Option remains an employee of or consultant to the Company, and subject to the terms and conditions of the Stock Option Agreement entered into by and between the Company and the Optionee.

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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