

LIM PENG K
Form 4
September 17, 2010

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 *
LIM PENG K

2. Issuer Name and Ticker or Trading Symbol
MECHANICAL TECHNOLOGY INC [MKTY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
CHAIRMAN and CEO

(Last) (First) (Middle)

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

(Street)

ALBANY, NY 12205

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
09/15/2010

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

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 Indirect Beneficial 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 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 Securities (Instr. 3 and 4)	Amount of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Stock Options (Rights to Buy) <u>(1)</u>	\$ 0.59	09/15/2010	09/15/2010	A	100,000	<u>(2)</u>		09/15/2020		Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIM PENG K C/O MECHANICAL TECHNOLOGY INCORPORATED, 431 NEW KARNER ROAD ALBANY, NY 12205	X		CHAIRMAN and CEO	

Signatures

/S/ PENG K.
LIM

09/17/2010

**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. 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.