

MECHANICAL TECHNOLOGY INC

Form 4

March 31, 2003

<p style="text-align: center; font-weight: bold; font-size: 1.2em;">FORM 4</p> <p>[X] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p style="font-weight: bold; font-size: 1.1em;">UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p style="font-weight: bold; font-size: 1.1em;">STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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(f) of the Investment Company Act of 1940</p>	<p style="text-align: center;">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: December 31, 2001 Estimated average burden hours per response. 0.5</p>
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<p>1. Name and Address of Reporting Person*</p> <p>Hill, Catherine S.</p> <hr/> <p>(Last) (First) (Middle)</p> <p>431 New Karner Road</p> <hr/> <p>(Street)</p> <p>Albany, NY 12205</p> <hr/> <p>(City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Mechanical Technology Incorporated MKTY</p> <hr/> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>	<p>4. Statement for (Month/Year)</p> <p style="text-align: center;">March 2003</p> <hr/> <p>5. If Amendment, Date of Original (Month/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer</p> <p style="text-align: center;">(Check all applicable)</p> <p>_____ Director _____ 10%</p> <p>Owner _____ <input checked="" type="checkbox"/> Officer _____</p> <p>Other _____</p> <p>Officer/Other Description <u>Vice President and General Counsel</u></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Individual Filing</p> <p><input type="checkbox"/> Joint/Group Filing</p>
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. Transaction Code and Voluntary Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4, and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Ownership Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
		Code V	Amount A/D Price			
Common Stock				10,000.00	D	

(over)
SEC 1474 (3-99)

Hill, Catherine S. - March 2003

Form 4 (continued)

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)	4. Transaction Code and Voluntary Code (Instr.8)	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr.4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
			Code I V		(DE) (ED)					
Employee Stock Options (Rights to Buy)	\$2.88				12/15/2001 (1) 12/14/2010	Common Stock - 40,000.00		40,000.00	D	
Employee Stock Options (Rights to Buy)	\$1.7777778				01/08/1999 01/07/2009	Common Stock - 45,000.00		45,000.00	D	
Employee Stock Options (Rights to Buy)	\$21.9166667				03/07/2000 (2) 03/06/2010	Common Stock - 105,000.00		105,000.00	D	
Employee Stock Options (Rights to Buy)	\$21.625				03/30/2000 03/29/2010	Common Stock - 30,000.00		30,000.00	D	
Employee Stock Options (Rights to Buy)	\$12.9625				06/20/2001 (3) 06/19/2010	Common Stock - 35,000.00		35,000.00	D	

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. 03-31-2003 -
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). ** Signature of Reporting Person
 Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,
 See Instruction 6 for procedure.

Catherine S. Hill

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.

Hill, Catherine S. - March 2003

Form 4 (continued)

FOOTNOTE Descriptions for Mechanical Technology Incorporated MKTY

Form 4 - March 2003

Catherine S. Hill
431 New Karner Road

Albany, NY 12205

Explanation of responses:

- (1) Options vest annually at a rate of 25% per year beginning 12/15/01.
- (2) Options vest annually at a rate of 25% per year, beginning 03/07/2000.
- (3) Options vest annually at a rate of 33.3% per year beginning 06/20/01.

Page 3