

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)
Employee Stock Option (Right to Buy) (2)	\$4.31	04/02/2001	A nbsp;nbsp; V	(A) 10,000.00	04/02/2001 04/01/2011	Common Stock - 10,000.00		10,000.00	D	

Explanation of Responses :

** Intentional misstatements or omissions of facts _____ constitute Federal Criminal Violations. 05-04-2001

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,

E. Dennis O'Connor

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.

Page 2
SEC 1474 (3-99)

O'Connor, E. Dennis - April 2001

Form 4 (continued)

<p>FOOTNOTE Descriptions for Mechanical Technology Incorporated MKTY</p> <p>Form 4 - April 2001</p> <p>E. Dennis O'Connor 2266 Red Apple Road Manistee, MI 49660</p> <hr/> <p>Explanation of responses:</p> <p>(1) The Company declared a 3 for 1 stock split on March 8, 2000 payable to all holders of record of common stock on April 3, 2000. This stock split resulted in the reporting persons acquisition of 153,000 additional shares of common stock. (1) Immediately Vested</p>
