

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 Options (Rights o Buy)	\$2.88	12/15/2000	J nbsp; V	(A) 20,000.00	12/15/2001 (2) 12/14/2010	Common Stock - 20,000.00	\$2.88	20,000.00	D	

Explanation of Responses :

** Intentional misstatements or omissions of facts _____ constitute Federal Criminal Violations. 02-16-2001

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,

Cynthia A. Scheuer

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.

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Form 4 (continued)

<p>FOOTNOTE Descriptions for Mechanical Technology Incorporated MKTY</p> <p>Form 4 - February 2001</p> <p>Cynthia A. Scheuer 30 South Pearl Street Albany, NY 12207</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 22,500 additional shares of common stock.</p> <p>(2) Options vest annually at a rate of 25% per year beginning 12/15/01.</p>
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