# DIGITAL POWER CORP

### FORM 4

(Statement of Changes in Beneficial Ownership)

## Filed 2/10/1998 For Period Ending 1/31/1998

Address 41920 CHRISTY ST

FREMONT, California 94538

Telephone 510-657-2635

CIK 0000896493

Industry Electronic Instr. & Controls

Sector Technology

Fiscal Year 12/31



#### FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

/ / CHECK THIS BOX IF NO LONGER SUBJECT TO CONTINUE. SEE INSTRUCTION 1(b).

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB NUMBER: 3235-0287 EXPIRES: APRIL 30, 1997

OMB APPROVAL

1. Name and Address of Reporting Person				2. Issuer Name and Ticker or Trading Symbol 5. Relationship							ck all applicable)			
SMITH,	ROBERT		DIGITAL POWER CORPORATION (AMEX:DPW)											
(Last)	(First)			Statement Month/Year		4			mendment, Of Origina	1	x Officer	(give title below)		
41920 C	HRISTY STREET		_					(Mor	nth/Year)		Chief Ex	ecutive Offic	er	
	(Street)													
FREMONT		94539-315		1/98					*	6.	6. Individual or Joint/Group Filing			
(City)	(State)	(Zip)								(Check Applicable Line)				
											Person Form fi Repor	led by More t ting person	han One	
				TABLE I -	NON-	DERIVAT	TIVE	SECUR	RITIES ACQUI	RED,	DISPOSED OF,	OR BENEFICIA	LLY OWNED	
	Security	2. Trans- 3. action	Tran	ıs-	4.	Securi	ties spose	Acqu d of	acquired (A) 5 of (D) and 5)				Nature of In- direct	
		(Month/ Day/Year)								of	med at End Month	Direct (D) or Indirect	Bene- ficial Owner-	
		Day/ Tear/		e V			( A	(A) or (D)	Price		id 4)	(I) (Instr. 4)	ship	
		rate line for eac		ass of secur	itie		icia	lly c	wned direct			SEC	(Over)	

. Title of Derivation (Instr. 3)														
		2.	Conver- sion or Exercise	3.	3. Trans- action Date (Month/ Day/ Year)	4. Transac- 5.			ā. N a q p	umber of tive Secu uired (A) osed of (	Deriv- rities Ac- or Dis-	6. Date Exer- cisable and Ex- piration Date (Month/Day/		
												Date Exer-	Expira- tion	
								v		(A)				
cions to Purchase			(1)		1/2/98			v 		100,000		1/2/98	1/2/2008	
	of Under-	8.	Price S	9. N		10.	Owne: ship Form of De	 r-	11.					
Title	Amount or Number of Shares		ity (Instr. 5)	f c c M	Sene- ficially Dwned at End of Month Instr. 4)		Security Direct (D) ( Indirect (Inst	: ct or - (I) tr. 4)		ficial Own- ership (Instr.	4)			

Explanation of Responses:

ROBERT O. SMITH 2/6/98

\*\*Signature of Reporting Person

Date

<sup>(1)</sup> Pursuant to Mr. Smith's employment contract, the exercise price for these options shall be equal to the lower of (a) the closing price of the common stock as of January 2, 1998 (\$6-11/16), or (b) the average closing price of the common stock for the first six months of the year.

<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute
Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

## **End of Filing**



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