

# DIGITAL POWER CORP

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 2/5/1999 For Period Ending 1/31/1999

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

FORM 4 Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(Print or Type Responses)

1. Name and Address of Reporting Person\*

2.Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
-X- Director --- 10% Owner  
-X- Officer --- Other  
(give title below) (specify below)  
CHIEF EXECUTIVE OFFICER

(Last) (First) (Middle)

SMITH, ROBERT O.

DIGITAL POWER CORPORATION  
(AMEX:DPW)

3. Statement for Month/Year 1/99

4. If Amendment, Date of Original (Month/Year) ----

(Street)

c/o Digital Power Corporation

(City) (State) (Zip)

41920 Christy Street, Fremont 94539-3158

7. Individual or Joint/Group Filing  
(Check Applicable Line)  
X 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 (Inst.3)	2. Transaction Date (Mo/Day/Yr)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed (D)(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 Ownership (Instr.4)
		Code V	Amount	(A) or (D)	Price			
Common Stock	01/02/99	P	100,000	A	\$1.750	100,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
\*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED  
(e.g., puts, calls, warrants, options, convertible securities)

Title of Derivative Security (Instr. 3)	Conversion of Exercise Price of Derivative Security	Transaction Date (Mo/Day/Yr)	Transaction Code (Instr. 8)	Nature of Derivative Securities Acquired(A) Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable and Expiration Date(Mo/Day/Year)	Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security	Number of Derivative Securities Beneficially owned at end of month (Instr. 4)	Ownership Form of Derivative Security: Direct (D) or Indirect (I)(Instr4)	Nature of Indirect Beneficial Ownership (Instr.4)
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount			

Explanation of Responses:

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

/s/ROBERT O. SMITH  
-----  
Robert O. Smith  
\*\*Signature of Reporting Person

02/03/99  
-----  
Date

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

End of Filing