

DIGITAL POWER CORP

FORM 3/A

(Amended Statement of Beneficial Ownership)

Filed 12/2/1998 For Period Ending 5/1/1998

Address	41920 CHRISTY ST FREMONT, California 94538
Telephone	510-657-2635
CIK	0000896493
Industry	Electronic Instr. & Controls
Sector	Technology
Fiscal Year	12/31

First Amendment to U.S. SECURITIES AND EXCHANGE COMMISSION
FORM 3 Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

1. Name and Address of Reporting Person McDonald Scott (Last) (First) 1100 Easy Street (Street) Morgan Hill CA 95037 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 5/01/98 3. IRS or Social Security Number of Reporting Person (Voluntary)	4. Issuer Name and Ticker or Trading Symbol Digital Power Corporation (AMEX: DPW) 5. Relationship of Reporting to Issuer (Check all applicable) X Director 10% Owner Officer (give title below) Other (specify below) 6. If Amendment, Date of Original (Month/Day/Year) 05/20/98
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Table 1 - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,500	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
(Over)

(Print or Type Responses) SEC 1473 (8-92)

FORM 3 (continued)

Table II - Derivative Securities Beneficially Owned (e.g.puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exer- cisable	Expiration Date	Title	Amount or Number of Shares	

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Explanation of Responses:

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ SCOTT C. MCDONALD

Scott C. McDonald

**Signature of Reporting Person

12/01/98

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