

DIGITAL POWER CORP

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 2/11/2002 For Period Ending 1/31/2002

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		6. Relationship of Reporting	
			Ticker or Trading Symbol		Person(s) to Issuer	
					(Check all applicable)	
					-X- Director --- 10% Owner	
			DIGITAL POWER CORPORATION		--- Officer --- Other	
					(give title below) (specify below)	
(Last) (First) (Middle)			(AMEX:DPW)			
41920 CHRISTY STREET			3. I.R.S.		7. Individual or Joint/Group Filing	
			Identification		(Check Applicable Line)	
(Street)			Number of		X Form filed by one Reporting Person	
			Reporting Person,		Form filed by More than One	
			if an entity		Reporting Person	
			(Voluntary)			
FREMONT, CA 94538			5. If Amendment,			
			Date of Original			
(City) (State) (Zip)			Month/Year)			

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Instr. 3)	2. Transaction Date (Mo./Day/Yr.)	3. Transaction Code(Instr.8.) Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at End of Month (Instr.3,4,5)	6. Ownership Form: Direct (D) or Indirect (I (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Amount	(A)or(D)	Price			

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Mo./Day/Yr.)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, 5)	6. Date Exercisable and Expiration Date (Mo./Day/Yr.)	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) (Instr. 4))	11. Nature of Indirect Beneficial Ownership (Instr. 4)
OPTION TO PURCHASE STOCK	\$3.00	1/1/02	A	100,000	Immediately	Common Stock	100,000	435,500		

Explanation of Responses:

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

/s/ ROBERT O. SMITH

Robert O. Smith
**Signature of Reporting Person

2-11-02

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