

# DIGITAL POWER CORP

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 1/17/2002 For Period Ending 1/9/2002

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

**U.S. SECURITIES AND EXCHANGE COMMISSION**

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
McDONALD,	SCOTT				<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Last)	(First)	(Middle)			<input type="checkbox"/> Officer	<input type="checkbox"/> XXX Other
			DIGITAL POWER CORPORATION		(give title below) (specify below)	
			(AMEX: DPW)		FORMER DIRECTOR	
-----			-----		-----	
			3. I.R.S.	4. Statement for		
			Identification	(Month/Year)		
			Number of Reporting			
			Person, if an	01/2002		
-----			Entity	-----		
			(Voluntary)			
			--			
41920 CHRISTY STREET				5. If Amendment,	7. Individual or Joint/Group Filing	
-----				Date of Original	(Check Applicable Line)	
(Street)				(Month/Year)	<input checked="" type="checkbox"/> Form filed by one Reporting Person	
-----				N/A	<input type="checkbox"/> Form filed by More than One	
			-----		Reporting Person	
FREMONT						
CA						
94538						
-----						
(City)	(State)	(Zip)				

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)

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).

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### Explanation of Responses:

/s/ SCOTT McDONALD

SCOTT McDONALD

January 9, 2002

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.