## 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



### FORM 4

### U.S. SECURITIES AND EXCHANGE COMMISSION

FORM 4 Washington, D.C. 20549

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

|X| 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)

	Name and / 6. Relationship of Reporting Trading Symbol / Person(s) to Issuer / (Check all applicable)
McDONALD, SCOTT / DIGI (Last) (First) (Middle) /	/ Director 10% Owner  POWER CORPORATION / Officer XXX Other  (AMEX: DPW) / (give title below) (specify below)  / FORMER DIRECTOR
/ 3. I.R.S. / Identifi / Number o / Person,/ Entity / (Volunta	porting /
41920 CHRISTY STREET /	5. If Amendment, / (Check Applicable Line) Date of Original / X Form filed by one Reporting Person
(Street) /	(Month/Year) / Form filed by More than One N/A / Reporting Person
FREMONT CA 94538 /	, / /
(City) (State) (Zip) /	, , ,

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

1. Title of Security (Inst.3)	/	2. Transaction Date (Mo/Day/Yr)	///	Code (Instr. 8)	/	4. Securitie or Disposed  Amount /	(D)(	Ins	tr.:	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 Indirect Beneficial 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).

#### TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

(e.g., puts, calls, warrants, options, convertible securities)

of / Derivative/ Security / (Instr. 3)/	of / Exercise /	action Date (Mo./ Day/ Year)	/ action / Code / Code / (Inst: 8) / / / / / / / / / / / / / / / / / /	n / r./ / / /	(A )/ (D)/ Da	Date Exercisable and Expiration Date (Month Day/ year)  ate / Expir eer- / ation	/ 		/ / / / / / /	Deriv- ative Secur- ity	/ ative / Securi / ties	/-//-//-//-/-/-////	<u> </u>
/ 					/ / ci	isable/ Date	/ ===  	/shares	/ ====  		4 	/ ==== 	/ 

#### **Explanation of Responses:**

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

\*\*Signature of Reporting Person

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.

**End of Filing** 



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