

DIGITAL POWER CORP

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 1/10/2002 For Period Ending 12/31/2001

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)
(Last)	(First)	(Middle)	DIGITAL POWER CORPORATION	X Director --- 10% Owner
THUM,	MARK	L.	(AMEX: DPW)	--- Officer --- Other
				(give title below) (specify below)
-----			3. I.R.S. Identification Number of Reporting Person, if an Entity (Voluntary)	4. Statement for (Month/Year) 12/2001
			--	
41920 CHRISTY STREET			5. If Amendment, Date of Original (Month/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)
(Street)			(Month/Year)	X Form filed by one Reporting Person
-----			N/A	--- 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)
		Code / V	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)

Title of Derivative Security (Instr. 3)	Conversion of Exercise Price of Derivative Security	Trans- action Date (Mo./ Day/ Year)	Trans- action Code (Instr. 8)	Nature of Derivative/ Securities/ Acquired(A) Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable and Expiration Date (Month Day/ year)	Title and Amount of Under- lying Securities (Instr. 3 and 4)	Price of Deriv- ative Secur- ity	Number of Deriv- ative Securi- ties Benefic- ially Owned at end of Month of Instr. 4	Ownership Form of Derivative Security: Direct (D) or Indirect (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)
=====	=====	=====	=====	=====	=====	=====	=====	=====	=====	=====
OPTIONS TO PURCHASE STOCK	\$0.70	12/10/01	A	10,000	12/10/02 12/10/11	Common Stock	10,000 --	10,000	D	
=====	=====	=====	=====	=====	=====	=====	=====	=====	=====	=====
=====	=====	=====	=====	=====	=====	=====	=====	=====	=====	=====
=====	=====	=====	=====	=====	=====	=====	=====	=====	=====	=====
=====	=====	=====	=====	=====	=====	=====	=====	=====	=====	=====

Explanation of Responses:

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

/s/ MARK THUM

Mark Thum

January 8, 2002

Date

**Signature of Reporting Person

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