

DIGITAL POWER CORP

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 7/10/2001 For Period Ending 6/1/2001

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
O'NEIL.	THOMAS		(AMEX: DPW)	--- Officer --- Other
				(give title below) (specify below)
-----			3. I.R.S.	4. Statement for
			Identification	(Month/Year)
			Number of Reporting	06/01
			Person, if an	
-----			Entity	-----
			(Voluntary)	
C/O DIGITAL POWER CORPORATION			--	
41920 CHRISTY STREET				5. If Amendment,
-----			Date of Original	
(Street)			(Month/Year)	
-----			N/A	

FREMONT	CA	94538-3158		7. Individual or Joint/Group Filing
-----				(Check Applicable Line)
(City)	(State)	(Zip)		X Form filed by one Reporting Person
				--- Form filed by More than One
				Reporting Person

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 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)

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 COMMON STOCK	\$1.02	06/26/01	A	10,000	Immed.	Common Stock	10,000	50,000	D	
=====	=====	=====	=====	=====	=====	=====	=====	=====	=====	=====

Explanation of Responses:

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

/s/ THOMAS O'NEIL

Thomas O'Neil

July 9, 2001

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