

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

				Sectio	11 300	(11) 01 (ne mves	Stille	em Co	лпрапу	y AC	1011940						
1. Name and Address of Reporting Person *					2. Issuer Name and Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
YATIM HA	IM				IGI	TAL F	POWER	C	ORP	[DPW	<u> </u>				0/ 0			
(Last)	(Last) (First) (Middle)				3. Date of Earliest Transaction (MM/DD/YYYY)								Director10% Owner Officer (give title below) X Other (specify below)					
C/O DIGITAL POWER CORPORATION, 41920 CHRISTY				7	1/21/2005							Former CFO		y) _x_	Other (speci	ry below)		
STREET (Street)				4	4 If Amandment Data Original Filed an (PD 3777)							v) 6 Individual	or Ioint/G	roup Filing	(Chaol: Annl	iaabla Lina)		
(Sueci)					4. If Amendment, Date Original Filed (MM/DD/YYYY)							Y) O. Illulvidual (6. Individual or Joint/Group Filing (Check Applicable Line)					
FREMONT, CA 94538												_ X _ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(C	City) (Sta	ite) (Z	Zip)								Tom med by	Total face by wore than One Reporting Person						
			Table I	- Non-Do	erivat	ive Secı	ırities Ac	quir	ed, Dis	posed o	f, or l	Beneficially Own	ed					
1. Title of Security (Instr. 3) 2. Trans.			. Trans. Dat	Date 2A. Deemed Execution Date, if any		3. Trans. Co (Instr. 8)	de	4. Securities Acquor Disposed of (Disposed of (Instr. 3, 4 and 5)				ties Beneficially Owned Transaction(s)		Ownership of Form: Be	7. Nature of Indirect Beneficial Ownership			
							Code	V	Amour	(A) or (D)	Pric					(Instr. 4)		
Common Stock 1/21/20			1/21/2005			s		100	D	\$1.2		9900		D				
	Tab	le II - Der	rivative S	Securities	Bene	ficially	Owned (e.g.	, puts,	calls, wa	arran	ts, options, conve	rtible sec	curities)				
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deem Execution Date, if an	(Instr. 8	Acq Dis		umber of vative Securities uired (A) or osed of (D) r. 3, 4 and 5)		6. Date Exercisable and Expiration Date		Securi Deriva	e and Amount of ties Underlying ative Security 3 and 4)		9. Number of derivative Securities Beneficially Owned	Security:	Beneficial		
				Code	v	(A)	(D)	Date Exe	e rcisable	Expiration Date	Title	Amount or Number of Shares		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)			
Explanation of	-	:																
D (O N /A11					Relationships													

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
YATIM HAIM C/O DIGITAL POWER CORPORATION 41920 CHRISTY STREET FREMONT, CA 94538				Former CFO			

Signatures

Haim Yatim	1/24/2005			
** Signature of Reporting Person	Date			

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).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.