

# DIGITAL POWER CORP

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 1/9/2002 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 X 10% Owner
Amitai,	David		(AMEX: DPW)	X Officer --- Other
				(give title below) (specify below)
				President and Chief Executive Officer
-----			3. I.R.S. Identification	4. Statement for (Month/Year)
			Number of Reporting	12/2001
			Person, if an	
-----			Entity	-----
			(Voluntary)	
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41920 CHRISTY STREET			5. If Amendment, Date of Original	7. Individual or Joint/Group Filing (Check Applicable Line)
-----			(Month/Year)	X Form filed by one Reporting Person
(Street)			N/A	--- Form filed by More than One Reporting Person
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FREMONT	CA	94538		
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(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	Transaction Date (Mo./Day/Year)	Transaction Code (Instr. 8)	Nature of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Date Exercisable and Expiration Date (Month/Day/year)	Title and Amount of Underlying Securities (Instr. 3 and 4)	Price of Derivative Security	Number of Derivative Securities	Ownership Form of Security: Direct (D) or Indirect (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)
Options to Purchase Stock	\$0.70	12/10/01	A	200,000	(1) 12/10/11	Common Stock	200,000	--	200,000	D
Warrants to Purchase Stock								1,900,000	I	Owned by Telkoor Telecom Ltd. (2)

Explanation of Responses:

(1) Vesting schedule for options:  
100,000 shares - 12/10/02  
100,000 shares - 12/10/03

(2) Mr. Amitai is a Director and Chief Executive Officer of Telkoor Telecom Ltd. He also owns 33.99% of the shares of Telkoor Telecom Ltd. Mr. Diamant disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest.

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

/s/ DAVID AMITAI  
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David Amitai

January 8, 2002  
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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