

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

FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION

FORM 4 Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

|| 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)

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		
Diamant	Ben-Zion		(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					7. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)					X Form filed by one Reporting Person		
					--- Form filed by More than One 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)	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	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. Diamant is Chairman of the Board of Telkoor Telecom Ltd. He owns 34.03% 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/ BEN-ZION DIAMANT

Ben-Zion Diamant

December 30, 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