

FORM 4

[] 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES

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

1. Name and Address of Reporting Person * SMITH ROBERT O <div>(Last) (First) (Middle)</div> 41920 CHRISTY STREET <div>(Street)</div> FREMONT, CA 94538 <div>(City) (State) (Zip)</div>	2. Issuer Name and Ticker or Trading Symbol DIGITAL POWER CORP [DPW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/></div> <div>Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/></div>
3. Date of Earliest Transaction (MM/DD/YYYY) 1/16/2004		6. Individual or Joint/Group Filing (Check Applicable Line) <div>Form filed by One Reporting Person <input checked="" type="checkbox"/></div> <div>Form filed by More than One Reporting Person <input type="checkbox"/></div>
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options to Purchase Common Stock	\$3.00	1/16/2004		D			100000	1/1/2002	1/1/2012	Common Stock	100000	\$0	435500	D	
Options to Purchase Common Stock	\$1.16	1/16/2004		A		100000		1/16/2004	1/16/2014	Common Stock	100000	\$0	535500	D	

Explanation of Responses:

(1) Cancellation of option in connection with grant of replacement option.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH ROBERT O 41920 CHRISTY STREET FREMONT, CA 94538		X		

Signatures

/s/ Robert O. Smith

1/27/2004

**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).

Note: 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.