

FORM 4
UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

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(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* / 2. Issuer Name and Ticker or Trading / 6. Relationship of Reporting Person(s) to Issuer
Symbol / (Check all applicable)
Digital Power Corporation (AMEX:DPW) / X Director X 10% Owner
X Officer Other
(give title below) (specify below)
President and Chief Executive Officer
Amitai, David
(Last) (First) (Middle)
41920 Christy Street
(Street)
Fremont, CA 94538
(City) (State) (Zip)

TABLE I - NONDERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

1. Title of Security (Inst. 3)	2. Transaction Date (Mo/Day/Yr)	2A. Deemed Execution Date, if any (Mo/Day/Yr)	3. Transaction 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) (Inst. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	3/31/03	P		900,000 A \$0.666	2,150,000	I	Owned by Telkoor Telecom Ltd. (1)

FORM 4 (continued)

TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Con- version or Exercise Price of Deriv- ative Secu- rity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Inst. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Inst. 3, 4, 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Deriv- ative Secu- rity (Inst. 4)	9. Number of Deriv- ative Secu- rity (Inst. 4)	10. Owner- ship Form of Deriv- ative Secu- rity Benefi- cially Owned (Inst. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Inst. 4)

Options to Purchase Stock									200,000	D	N/A
Warrants to Purchase Stock	-	3/31/03		J(2)	900,000	11/13/01 5/23/03	Common Stock	900,000	-	1,000,000	I Owned by Telkoor Telecom Ltd.(1)

Explanation of Responses:

- (1) Mr. Amitai is Director and Chief Executive Officer of Telkoor Telecom Ltd. He owns 39.98% of the shares of Telkoor Telecom Ltd. Mr. Amitai disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest.
- (2) Cancellation of a long derivative position, with no value received (exempt pursuant to Rule 16b-6(d)).

/S/ DAVID AMITAI

David Amitai

4/2/03

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 provided is insufficient, see Instruction 6 for procedure.