

Edgar Filing: DIGITAL POWER CORP - Form 4

DIGITAL POWER CORP
 Form 4
 February 11, 2002

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 to Issuer (Check -X-)
(Last)	(First)	(Middle)	(AMEX:DPW)		(give)
SMITH,	ROBERT		DIGITAL POWER CORPORATION		-X-
41920 CHRISTY STREET			3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)		7. Indenture (X)
(Street)				4. Statement for Month/Year	
				01/2002	
FREMONT,		CA 94538	5. If Amendment, Date of Original Month/Year)		
(City)		(State) (Zip)			

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

4. Securities Acquired (A) or
 5. Amount of Securities

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1. Title of Security (Instr. 3)	2. Transaction Date (Mo./Day/Yr.)	3. Transaction Code(Instr.8.)		Disposed of (D) (Instr. 3, 4 and 5)			Beneficial Owned at E of Month (Instr.3,4
		Code	V	Amount	(A) or (D)	Price	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
*If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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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. Conversion or Exercise Price of Derivative Security	3. Trans- action Date (Mo./Day/ Yr.)	4. Trans- action Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,4,5)		6. Date Exercisable and Expira- tion Date (Mo./Day/Yr.) Date		7. Title and Amount of Underlying Securities (Instr.3 and 4) Amount or Number of Shares Title	8. Pri- or D viti Secu (Ins 5)
			Code	V	A	D	able	Expira- tion Date		
OPTION TO PURCHASE STOCK	\$3.00	1/1/02	A		100,000		Immediately		Common Stock	100,000

Explanation of Responses:

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

/s/ ROBERT O. SMITH

2-11-02

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Robert O. Smith
**Signature of Reporting Person

Date

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