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FRIEDLANDER URI
 Form 4
 October 16, 2002
 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 /	
			Symbol /			
			/			
			/		___ Direc	
			/		___ Offic	
			/		(give	
			Digital Power Corporation ("DPW") /			
			/			
Friedlander, Uri			/		Forme	
-----/-----/-----/			-----/-----/-----/		-----/-----/-----/	
(Last)	(First)	(Middle)	3. IRS Identification/		7. Individual	
			Number of /		(Check App	
			Reporting Person, /			
41920 Christy Street			if an entity /		X Form f	
-----/-----/-----/			(Voluntary) /		-----/-----/-----/	
(Street)			/		___ Form f	
			/		Person	
			/			
Fremont, CA 94538			/		/	
-----/-----/-----/			/		/	
(City) (State) (Zip)			/		/	

TABLE I - NONDERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

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 (A) or Disposed of (D) (Instr. 3)
			Code / V	Amount / (A) or (D) / Price	Reported / Trans- / action(/ (Inst. 3
/	/	/	/ /	/ /	/ /
/	/	/	/ /	/ /	/ /
/	/	/	/ /	/ /	/ /
/	/	/	/ /	/ /	/ /

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FORM 4 (continued)

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

1. Title of Derivative Security (Instr. 3)	2. / Con- / version / or / Exercise / Price of / 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 / (A) or / (D) / (Inst. 3, 4, 5)	6. Date / and Expiration / Date / (Month / Day / Year)	7. Title and / Amount of / Underlying / Securities / (Instr. 3 & 4)
Options to Purchase Common Stock	\$0.59	8/13/02	-	A V	10,000	8/13/02 8/13/12	Common Stock 10,000

Explanation of Responses:

/S/ URI FRIEDL
Uri Friedlande

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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.