

DIGITAL POWER CORP
Form 4
February 11, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person*/				2. Issuer Name and		/		6. Relat	
				Ticker or Trading Symbol		/		Perso	
						/		(Cheo	
						/		-X-	
						/		---	
						/		(giv	
						/			
						/			
SMITH,	ROBERT			DIGITAL POWER CORPORATION	.	/			
(Last)	(First)	(Middle)		(AMEX:DPW)		/			
-----/-----/-----									
						/			
				3. I.R.S.		/ 4. Statement for		7. Ind	
				Identification		/ Month/Year			
				Number of		/		X	
				Reporting Person,		/ 01/2002			
				if an entity		/			
				(Voluntary)		/-----/			
						/			
						/			
FREMONT,		CA	94538			/ 5. If Amendment,			
						/ Date of Original			
						/ Month/Year)			
(City)		(State)	(Zip)			/			

4.	Securities	5.	Amount o
	Acquired (A) or		Securitie

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1. Title of Security (Instr. 3)	2. Transaction Date (Mo./Day/Yr.)	3. Transaction Code (Instr. 8.) Code V	Disposed of (D) (Instr. 3, 4 and 5) Amount (A) or (D) Price	Beneficial Owned at E of Month (Instr. 3, 4
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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) Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, 5) A D	6. Date Exercisable and Expira- tion Date (Mo./Day/Yr.) Date Exer- Expira- cise- tion able 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)
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

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.