

Edgar Filing: DIGITAL POWER CORP - Form 4

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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 / Acquired / (A) or / Disposed of / (D) / (Inst.3,4,5)	6. Date / and Expiration / Date / (Month/Day/Year)	7. Title and / Amount of / Underlying / Securities / (Instr. 3 & 4)
				/Code/ V / (A) / (D)	/ Date / Expir- / ation / Title / Amount		/ or / No. of / Shares
Options to Purchase Common Stock	\$3.00	1/1/03	-	A	100,000	1/1/03 1/1/13	Common Stock 100,000

Explanation of Responses:

/S/ ROBERT O.
Robert O. Smith

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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.