

DIGITAL POWER CORP
 Form 4
 April 11, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KOHN AMOS

(Last) (First) (Middle)

48430 LAKEVIEW BLVD.

(Street)

FREMONT, CA 94538-6532

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DIGITAL POWER CORP [DPW]

3. Date of Earliest Transaction
 (Month/Day/Year)
04/02/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	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) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/02/2014		M		10,000 A \$ 1.05 10,000	D	
Common Stock	04/02/2014		F		6,287 (1) D \$ 1.67 3,713	D	
Common Stock	04/02/2014		M		10,000 A \$ 1.192 13,713	D	
Common Stock	04/02/2014		F		7,138 (1) D \$ 1.67 6,575	D	
Common Stock	04/02/2014		M		10,000 A \$ 1.16 16,575	D	

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Common Stock	04/02/2014	F	<u>6,946</u> (1)	D	\$ 1.67	9,629	D
Common Stock	04/02/2014	M	50,000	A	\$ 0.84	59,629	D
Common Stock	04/02/2014	F	<u>25,150</u> (1)	D	\$ 1.67	34,479	D
Common Stock	04/02/2014	M	10,000	A	\$ 0.79	44,479	D
Common Stock	04/02/2014	F	4,731	D	\$ 1.67	39,748	D

Common Stock						157,515	I	By Digital Power Employee Stock Ownership Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.05	04/02/2014		M	10,000	<u>(2)</u>	05/09/2014	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 1.192	04/02/2014		M	10,000	<u>(3)</u>	02/26/2015	Common Stock	10,000

Employee Stock Option (right to buy)	\$ 1.16	04/02/2014	M	10,000	<u>(4)</u>	03/07/2016	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 0.84	04/02/2014	M	50,000	<u>(5)</u>	07/01/2018	Common Stock	50,000
Employee Stock Option (right to buy)	\$ 0.79	04/02/2014	M	10,000	<u>(6)</u>	09/17/2018	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOHN AMOS 48430 LAKEVIEW BLVD. FREMONT, CA 94538-6532	X		President and CEO	

Signatures

/s/ Amos Kohn 04/04/2014

__Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Constitutes shares withheld for aggregate exercise price.
- (2) The options vested in four equal annual installments beginning 05/11/2005.
- (3) The options vested in four equal annual installments beginning 02/28/2006.
- (4) The options vested in four equal annual installments beginning 03/09/2007.
- (5) The options vested in four equal annual installments beginning 07/03/2009.
- (6) The options vested in four equal annual installments beginning 09/19/2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.