

FORM 8-A

For Registration of Certain Classes of Securities
Pursuant to Section 12(b) or (g) of the
Securities Exchange Act of 1934

DIGITAL POWER CORPORATION
(Exact name of registrant as specified in its charter)

CALIFORNIA
(State or other jurisdiction of
incorporation or organization)

94-1721931
(I.R.S. Employer
Identification No.)

41920 Christy Street, Fremont, California 94538-3158; 510-657-2635
(Address, zip code, and telephone number of principal executive offices)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Common Stock	American Stock Exchange (AMEX)

Securities to be registered pursuant to Section 12(g) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
None	N/A

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

A description of Digital Power Corporation's (the "Company's") common stock is incorporated by reference to the Company's definitive prospectus filed pursuant to Rule 424(b) with the Commission on December 16, 1996.

ITEM 2. EXHIBITS.

The Exhibits required by Item 2 of this Form 8-A are being filed with the American Stock Exchange. However, in accordance with the instructions as to Exhibits of Form 8-A, since the Company is registering its common stock on an exchange on which no other securities of the Company are registered, such exhibits are not being filed, nor being incorporated by reference, with the Commission.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

DIGITAL POWER CORPORATION,
A CALIFORNIA CORPORATION

Date: January 29, 1997

By ROBERT O. SMITH
Robert O. Smith,
President and Chief Executive Officer