

VOUTSINAS SPIROS J
 Form 144
 December 13, 2006

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

OMB APPROVAL
 OMB Number: 3235-0101
 Expires: December 31, 2006
 Estimated average burden
 hours per response

FORM 144

4.47

NOTICE OF PROPOSED SALE OF SECURITIES

SEC USE ONLY
 DOCUMENT SEQUENCE NO.

PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.

CUSIP NUMBER

WORK LOCATION

1(a) NAME OF ISSUER (Please type or print) New York Community Bancorp, Inc. 1(d) ADDRESS OF ISSUER STREET 615 Merrick Avenue	(b) IRS IDENT. NO. 06-1377322	(c) S.E.C. FILE NO. 1-31565 (e) TELEPHONE NO. AREA CODE NUMBER 516 683-4100
2(a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD	(b) IRS IDENT. NO. TO ISSUER	(c) RELATIONSHIP (d) ADDRESS STREET CITY STATE ZIP CODE 615 Merrick Avenue, Westbury, New York 11590

Spiros J. Voutsinas Director
INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3(a)	(b)	SEC USE ONLY	(c)	(d)	(e)	(f)	(g)	
Name and Address of Each Broker								
Title of the	Through Whom the Securities are	Class of	to be Offered or Each Market	Number of Shares or Other Units	Aggregate Market Value	Number of Shares or Other Units	Approximate Date of Sale	Name of Each Securities Exchange
Securities	Maker who is Acquiring	Broker-Dealer	To Be Sold	To Be Sold	(See Instr. 3(d))	Outstanding	(See Instr. 3(f))	Exchange
To Be Sold	the Securities	File Number	(See Instr. 3(c))	(See Instr. 3(e))	(See Instr. 3(f))	(MO. DAY YR.)	(See Instr. 3(g))	(See Instr. 3(g))
Common	E-Trade Securities LLC			5,000	\$81,800	295,146,315	12/13/06	NYSE
	135 East 57th Street				(Based on FMV on 12/12/06 of \$16.36)			
	New York, New York 10005							

INSTRUCTIONS:

1. (a) Name of issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code

(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
(b) Such person's I.R.S. identification number, if such person is an entity

(c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
(d) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
(b) Name and address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer

(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number.

TABLE I SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold

and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of	Date you	Name of Person from Whom Acquired		Amount of	Date of	Nature of
the Class	Acquired	Nature of Acquisition Transaction	(If gift, also give date donor acquired)	Securities Acquired	Payment	Payment
Common	8/1/06	Stock option exercise on 8/1/06.	New York Community Bancorp, Inc.	7,380	8/4/06	Cash

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
N/A has pending sale order of 5,000 shares with E-Trade	N/A	N/A	N/A	N/A

REMARKS:

INSTRUCTIONS:

See the definition of person in paragraph (a) of Rule 144. Information to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.

12/13/06

By: Ilene A. Angarola, Power of Attorney

DATE OF NOTICE

(SIGNATURE)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.

Edgar Filing: VOUTSINAS SPIROS J - Form 144

Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

>

Management currently believes that since the Company and its subsidiary have a history of losses, it is more likely than not that the deferred tax assets regarding the remainder of the tax loss carryforward and other temporary differences will not be realized in the foreseeable future.

c.

Net operating tax losses carryforward:

As of December 31, 2006, the Company had approximately \$6,214 in federal net operating loss carryforward for income tax purposes, which can be carried forward and offset against taxable income for 20 years and expire in 2020 - 2025.

Utilization of U.S. net operating losses may be subject to substantial annual limitation, due to the change in ownership provisions of the Internal Revenue Code of 1986 and similar state provisions. The annual limitation may result in the expiration of net operating losses before utilization.

Edgar Filing: VOUTSINAS SPIROS J - Form 144

As of December 31, 2006, DPL had accumulated losses for income tax purposes in the amount of approximately \$1,202. These net operating losses may be carried forward and offset against taxable income in the future for an indefinite period.

d.

The main reconciling items between the statutory tax rate of the Company and its subsidiary and the effective tax rate are the non-recognition of tax benefits resulted from the Company's accumulated net operating losses carryforward due to the uncertainty of the realization of such tax benefits.

- 36 -

DIGITAL POWER CORPORATION

NOTES TO FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

NOTE 9:- TAXES ON INCOME (Cont.)

e. Net income consists of the following:

	Year ended December 31,	
	2006	2005
Domestic (U.S.)	\$ 139	\$ (16)
Foreign (U.K.)	(8)	42
	<u>\$ 131</u>	<u>\$ 26</u>

NOTE 10:- NET INCOME (LOSS) PER SHARE

The following table sets forth the computation of the basic and diluted earnings (loss) per share:

1. Numerator:

	Year ended December 31,	
	2006	2005
Net income available to Common stockholders	<u>\$ 131</u>	<u>\$ 26</u>

2. Denominator:

Denominator for basic net earnings per share of Common stock	6,499,978	6,161,859
Effect of dilutive securities:		
Employee stock options	255,007	133,103
Convertible note	83,355	216,195
Denominator for diluted net earnings per share of Common stock	<u>6,838,340</u>	<u>6,511,157</u>

NOTE 11:- RELATED PARTY TRANSACTIONS

The results of operations from transactions with Telkoor, a major shareholder, were as follows:

	Year ended December 31,	
	2006	2005
Purchases of products from Telkoor	<u>\$ 4,974</u>	<u>\$ 2,732</u>

Edgar Filing: VOUTSINAS SPIROS J - Form 144

Transactions with Telkooor derive mainly from purchase of power supplies from Telkooor.

- 37 -

NOTES TO FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

NOTE 12:- SEGMENTS CUSTOMERS AND GEOGRAPHICAL INFORMATION

- a. The Company has two reportable geographic segments, see Note 1a for a brief description of the Company's business. The data is presented in accordance with Statement of Financial Accounting Standard No.131, Disclosure About Segments of an Enterprise and Related Information (SFAS No. 131).

The following data presents the revenues expenditures and other operating data of the Company's geographic operating segments:

	Year ended December 31, 2006			
	DPC	DPL	Eliminations	Total
Revenues	\$ 5,919	\$ 6,712	\$	\$ 12,631
Intersegment revenues	614		(614)	
Total revenues	\$ 6,533	\$ 6,712	\$ (614)	\$ 12,631
Depreciation expense	\$ 19	\$ 56	\$	\$ 75
Operating income (loss)	\$ (87)	\$ 203	\$	\$ 116
Financial income, net				\$ 15
Net income				\$ 131
Expenditures for segment assets as of December 31, 2006	\$ 21	\$ 5	\$	\$ 26
Identifiable assets as of December 31, 2006	\$ 2,437	\$ 3,267	\$	\$ 5,704
	Year ended December 31, 2005			
	DPC	DPL	Eliminations	Total
Revenues	\$ 4,947	\$ 5,909	\$	\$ 10,856
Intersegment revenues	757		(757)	
Total revenues	\$ 5,704	\$ 5,909	\$ (757)	\$ 10,856
Depreciation expense	\$ 24	\$ 66	\$	\$ 90
Operating income (loss)	\$ (26)	\$ 140	\$	\$ 114
Financial expenses, net				\$ (88)
Net income				\$ 26
Expenditures for segment assets as of December 31, 2005	\$ 23	\$ 32	\$	\$ 55

Edgar Filing: VOUTSINAS SPIROS J - Form 144

Identifiable assets as of December 31, 2005	\$	2,281	\$	3,135	\$	5,416
---	----	-------	----	-------	----	-------

- 38 -

DIGITAL POWER CORPORATION

NOTES TO FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

NOTE 12:- SEGMENTS CUSTOMERS AND GEOGRAPHICAL INFORMATION (Cont.)

b. Major customers data as percentage of total sales:

	Year ended December 31,	
	2006	2005
Customer A	8.26%	13.01%
Customer B	5.31%	10.47%

c. Total revenues from external customers divided on the basis of the Company's product lines are as follows:

	Year ended December 31,	
	2006	2005
Revenues:		
Commercial products	\$ 9,916	\$ 7,422
Defense products	2,715	3,434
	\$ 12,631	\$ 10,856

NOTES TO FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

PART III

ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT.

The Company's executive officers and directors and their ages and positions as of December 31, 2006 are as follows:

Name	Age	Positions Held	Director Since
Jonathan Wax	49	President, CEO & Director	2005
Ben Zion Diamant	56	Director & Chairman of the Board	2001
Amos Kohn	46	Director	2003
Yeheskel Manea	61	Director	2002
Benjamin Kiryati	59	Director	2006
Leo Yen	36	CFO & Secretary	2005

The directors named above will serve until the next annual meeting of our stockholders or until a successor is elected and qualified. Directors are elected for one year terms.

Directors**Ben-Zion Diamant**

Mr. Ben-Zion Diamant, 56, has been the Company's Chairman of the Board since November 2001. He has also been Chairman of the Board of Telkoor Power Ltd. since 1994. Between 1992-1994, he was a partner and business development manager of Phascom, and from 1989 to 1992, a partner and manager of Rotel Communication. He earned his B.A. in Political Science from Bar-Ilan University.

Amos Kohn

Mr. Amos Kohn, age 46, became a director of the Company in 2003. Mr. Kohn is the AVP of Business Development of Scopus Video Networks, Inc. a high tech company located in Princeton, New Jersey. Most recently Mr. Kohn was the Vice President of Solutions Engineering of ICTV Inc., a high tech company located in Los Gatos, California, which is developing a centralized software platform that telecom operators to deliver revenue-generating new services with full set of digital interactive video and media streaming services. In year 2003, Mr. Kohn was Vice President of System Engineering & Business Development of AVIVA Communications, Inc., a high tech company located in Cupertino, California, which is developing a transport solution for Video-On-Demand systems. From 2000 to 2003, Mr. Kohn was the Chief Architect of Liberate Technologies, a software company specializing in telecommunications technology located in San Carlos, California. From 1997 to 2000, Mr. Kohn was the Vice President of Engineering & Technology for Golden Channel, the largest Cable Operator (MSO) in Israel. Mr. Kohn holds a B.S. in Electronics Engineering.

The Board is of the opinion that Mr. Kohn is qualified to serve as an independent director.

NOTES TO FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)**Yeheskel Manea**

Mr. Yeheskel Manea, 61, has served as a director of the Company since 2002. Since 1996, he has been a Branch Manager of Bank Hapoalim, one of the leading banks in Israel. Mr. Manea has been employed with Bank Hapoalim since 1972. He holds a B.A. in Economy and Business Administration from Ferris College, University of Michigan.

The Board is of the opinion that Mr. Manea is qualified to serve as an independent director.

Benjamin Kiryati

Benjamin Kiryati, 54, became a Director at Digital Power in October 2006. Mr. Kiryati was the Chairman of the Israel Children Fund, a non-profit organization that helps the underprivileged. He also served as the mayor of Tiberias, Israel, from 1998 to 2003. Prior to that Mr. Kiryati had distinguished military and legal careers. He served nine years in the Israeli Military as a combat pilot, and after graduating in 1978 from the Tel Aviv University school of law he practiced law in industrial relations.

The Board is of the opinion that Mr. Kiryati is qualified to serve as an independent director

Jonathan Wax

Mr. Jonathan Wax, 49, became the Company's Chief Executive Officer and President in January 2004. Mr. Wax held vice-president positions with Artesyn Technologies, Inc., and was stationed both domestically and in the Far East. He held a wide variety of sales positions, including global account responsibilities with some of Artesyn Technologies, Inc.'s largest accounts. From 1994 to 1998, prior to the merger with Zytec and Computer Products, which formed Artesyn Technologies, Inc., Mr. Wax was Vice President of Customer Support and Quality for Computer Products. Mr. Wax holds a B.S. in Business from the University of Nebraska.

Officers

Jonathan Wax, President and Chief Executive Officer (see biographic information under Directors)

Leo Yen, 36, became the Company's Chief Financial Officer in January 2005. Mr. Yen is the President of Sagent Management, a financial and tax consulting firm. From 2002 to 2004, Mr. Yen founded and managed Crystal Compass, which was acquired by Sagent Management in 2004. From 1999 to 2002, he was a Senior Associate with PricewaterhouseCoopers LLP, and from 1997 to 1999, he was a Senior Tax Consultant with Ernst & Young LLP. Mr. Yen holds a B.S. in Finance, Real Estate and Law and a B.S. in Accounting from California State Polytechnic University, Pomona. Mr. Yen is also a Certified Public Accountant in the state of California.

Family Relationships

Two of Mr. Manea's children are married to two of Mr. Diamant's children. Mr. Diamant's son, Ran Diamant, who is also Mr. Manea's son in law, serves as Telkoor's Corporate Secretary and Controller. There are no other relations.

Audit Committee

The Board has established an Audit Committee. The members of the Audit Committee in 2006 were Messrs. Amos Kohn, Yuval Menipaz, and Yeheskel Manea. Mr. Menipaz resigned as a director on February 2, 2006. The current members of the Audit Committee are Messrs. Kohn and Manea. All Audit Committee members were determined by the Board to be independent directors, and Mr. Manea was appointed as the Audit Committee Financial Expert.

NOTES TO FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

The Audit Committee makes recommendations regarding the retention of independent auditors, reviews the scope of the annual audit undertaken by the Company's independent auditors and the progress and results of their work, and reviews the Company's financial statements, internal accounting and auditing procedures, and corporate programs to ensure compliance with applicable laws. The Audit Committee reviews the services performed by the independent auditor and determines if the services rendered are compatible with maintaining the independent auditors' impartial opinion. The Audit Committee's charter is reviewed annually, and changes may be required due to industry accounting practices or the promulgation of new rules or guidance documents.

Section 16(a) Compliance

Section 16(a) of the Exchange Act requires the Company's executive officers and directors to file reports of ownership and changes in ownership of its common stock with the SEC. Executive officers and directors are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file. Based solely upon a review of Forms 3, 4 and 5 delivered to the Securities and Exchange Commission during fiscal year 2006, all current directors and officers of the Company filed on time all required reports pursuant to Section 16(a) of the Securities Exchange Act of 1934.

Code of Ethics

We have adopted the Code of Ethical Conduct that applies to the Company's principal executive officer, principal financial officer, principal accounting officer, controller or person performing similar functions (collectively, the "Financial Managers"). The Code of Ethical Conduct is designed to deter wrongdoing and to promote honest and ethical conduct and compliance with applicable laws and regulations. The full text of our Code of Ethical Conduct is published on our website at www.digipwr.com. DPC shall disclose any substantive amendments to the Code of Ethical Conduct or any waivers, explicit or implicit from a provision of the code on its website at www.digipwr.com or in a report on Form 8-K.

ITEM 10. EXECUTIVE COMPENSATION.

The following table sets forth the annual compensation paid by us to our executive officers for services to us in all capacities during 2005 and 2006.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Annual Compensation		Long Term Compensation Awards		Payouts	
		Salary (\$)	Other Annual Compensation (\$)	Restricted Stock Award(s) (\$)	Securities Underlying Options (\$)	LTIP Payouts (\$)	All Other Compensation
Jonathan Wax, Chief Executive Officer	2005	\$ 166,963	\$ 14,578				
	2006	\$ 162,323	\$ 15,820				
Leo Yen Chief Financial Officer	2005	\$ 39,600	\$ 4,034				
	2006	\$ 39,600	\$ 30,104		\$ 4,024		

The following table sets forth the annual compensation paid by us to our directors during 2006

NOTES TO FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

DIRECTOR COMPENSATION TABLE

Name	Fees Earned or Paid in Cash (\$)	Securities Underlying Options Awards (\$)	All Other Compensation (\$)
Ben-Zion Diamant	\$		0
Amos Kohn	\$ 10,000	\$ 2,012	0
Yehekel Manea	\$ 15,000	\$ 2,012	0
Benjamin Kiryati	\$ 2,500	\$ 682	0

OUTSTANDING EQUITY AWARDS

Name	Options Grants			
	Number of Securities Underlying Options Granted	Percent of Total Options Granted to Employees in Fiscal Year	Exercise Base Price (\$/share)	Expiration Date
Jonathan Wax	0	0	0	0
Leo Yen	20,000	14%	\$ 1.16	3/9/2016

Employment Agreements

In January 2004, the Company entered into an employment agreement with Mr. Jonathan Wax, President and Chief Executive Officer. The agreement has a term of one year with annual renewals thereafter. Annual compensation is \$165,000. In the event of a change in control or early termination without cause, it will be required to pay Mr. Wax a year's compensation. As a part of the employment contract, Mr. Wax was granted options to purchase 150,000 shares, 37,500 shares vested immediately and the remainder vested over three years. As of December 2006, all options were accelerated as part as the company stock options acceleration.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

The following table sets forth certain information regarding beneficial ownership of our common stock as of December 31, 2006:

Name & Address of Beneficial Owner	Shares Beneficially Owned ⁽¹⁾	
	Number	Percent
Telkoor Power Ltd. 5 Giborei Israel Netanya 42293 Israel	2,897,110	43.8 %
Ben-Zion Diamant	3,264,614 ⁽²⁾	47.9%
Jonathan Wax	317,504 ⁽³⁾	4.7%
Yehekel Manea	30,000 ⁽⁴⁾	*
Amos Kohn	30,000 ⁽⁴⁾	*
Benjamin Kiryati	10,000	
Leo Yen	20,000	
Digital Power ESOP	167,504	2.5%
Barry W. Blank P.O. Box 32056 Phoenix, AZ 85064	419,483	6.4%

Edgar Filing: VOUTSINAS SPIROS J - Form 144

All directors and executive officers as a group (4 persons)

3,504,614(5)

49.0%

- 43 -

NOTES TO FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

Footnotes to Table

- * Less than one percent.
- (1) Except as indicated in the footnotes to this table, the persons named in the table have sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them, subject to community property laws where applicable.
- (2) Mr. Diamant serves as a director of Telkoo Power Ltd. Includes options to purchase 200,000 shares owned by Mr. Diamant and 2,897,110 shares beneficially owned by Telkoo Power Ltd., which may also be deemed beneficially owned by Mr. Diamant.
- (3) Includes options to purchase 150,000 shares owned by Mr. Wax and 167,504 shares owned by Digital Power ESOP of which Mr. Wax is trustee and may be deemed beneficial owner.
- (4) Includes options to purchase 40,000 shares exercisable within 60 days.
- (5) Includes 2,897,110 shares owned by Telkoo Power Ltd., which may be deemed beneficially owned by Mr. Diamant, options to purchase 420,000 shares owned by directors, and 167,504 shares owned by Digital Power ESOP of which Mr. Wax and Mr. Diamant are trustees and may be deemed beneficial owners.

ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.**Family Relationships**

Two of Mr. Manea's children are married to two of Mr. Diamant's children. Mr. Diamant's son, Ran Diamant, who is also Mr. Manea's son in law, serves as Telkoo's Corporate Secretary and Controller. There are no other relations.

Business Relations

Mr. Leo Yen, the Company's Chief Financial Officer, is the President of Sagent Management, a financial and tax consulting firm. Sagent Management was hired by the Company to prepare and file the Company's tax returns and provide other accounting services. The Company is paying Sagent Management for these services. In addition, the Company is paying Sagent Management for Mr. Yen's services as the Company's CFO. The aggregate fees billed by Sagent Management for professional services rendered in fiscal years ended December 31, 2006, and December 31, 2005, were \$69,704 and \$ 43,634, respectively.

Independent Directors

The following persons are considered independent directors:

Yeheskel Menea
Amos Kohn
Benjamin Kiryati

ITEM 13. EXHIBITS

- (a) Exhibits
- 3.1 Amended and Restated Articles of Incorporation of Digital Power Corporation(1)
- 3.2 Amendment to Articles of Incorporation(1)
- 3.3 Bylaws of Digital Power Corporation(1)
- 4.1 Specimen Common Stock Certificate(2)
- 4.2 Specimen Warrant(1)
- 4.3 Representative's Warrant(1)
- 10.1 Revolving Credit Facility with San Jose National Bank(1)

NOTES TO FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

- 10.2 KDK Contract(1)
 10.3 Agreement with Fortron/Source Corp.(1)
 10.4 Employment Agreement With Robert O. Smith(2)
 10.5 1996 Stock Option Plan(1)
 10.6 Gresham Power Asset Purchase Agreement(3)
 10.7 1998 Stock Option Plan
 10.8 Technology Transfer Agreement with KDK Electronics(4)
 10.9 Loan Commitment and Letter Agreement(5)
 10.10 Promissory Note(5)
 10.11 Employment Agreement with Robert O. Smith (6)
 10.12 Securities Purchase Agreement between the Company and Telkooor Telecom, Ltd. (now Telkooor Power Ltd.) (7)
 10.11 Securities Purchase Agreement between the Company and Telkooor Telecom, Ltd. (now Telkooor Power Ltd.) (8)
 10.12 Employment Letter with David Amitai (9)
 10.13 Employment Agreement with Jonathan Wax (9)
 10.14 Convertible Note with Telkooor Power Ltd. (10)
 14 Code of Ethics
 17 Letter re director Yuval Menipaz resignation (11)
 21.1 The Company's sole subsidiary is Digital Power Limited, a corporation formed under the laws of the United Kingdom.
 23.1 Consent of Ernst & Young
 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act
 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act
 32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act
 99.1 Charter of the Board's Audit Committee
 99.2 Charter of the Board's Nominating and Corporate Governance Committee
- (1) Previously filed with the Commission on October 16, 1996, to the Company's Registration Statement on Form SB-2.
 (2) Previously filed with the Commission on December 3, 1996, to the Company's Pre-Effective Amendment No. 1 to Registration Statement on Form SB-2.
 (3) Previously filed with the Commission on February 2, 1998, to the Company's Form 8-K.
 (4) Previously filed with the Commission with its Form 10-QSB for the quarter ended September 30, 1998.
 (5) Previously filed with the Commission with its Form 10-KSB for the year ended December 31, 1998.
 (6) Previously filed with the Commission with its Form 10-KSB for the year ended December 31, 1999.
 (7) Previously filed with the Commission with its Form 8-K filed on November 21, 2001.
 (8) Previously filed with the Commission with its Form 8-K filed on January 14, 2004.
 (9) Previously filed with the Commission with its Form 10-KSB for the year ended December 31, 2003.
 (10) Previously filed with the Commission with its Form 8-K filed on February 9, 2005.
 (11) Previously filed with the Commission with its Form 8-K filed on February 8, 2006.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

Kost Forer Gabbay & Kasierer A Member of Ernst & Young Global (E&Y) served as our independent auditors for the annual audit since the year ended December 31, 2002. The shareholders ratified the appointment of E&Y in the last annual shareholders' meeting.

Related Business

E&Y serves also as the independent auditors of Telkooor, the largest shareholder of the Company. The Company's business and Telkooor's business are handled by separate teams within E&Y.

NOTES TO FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

Audit Fees

The aggregate fees billed by E&Y for professional services rendered for the audit of the Company's financial statements for the fiscal years ended December 31, 2006, and December 31, 2005, were \$105,000 and \$103,500, respectively.

Audit-Related Fees

The aggregate fees billed for assurance and related services by the principal accountant, which are reasonably related to the performance of the audit or review of the Company's financial statements for the fiscal years ended December 31, 2006, and December 31, 2005, were \$0 and \$5,500, respectively.

Tax Fees

The aggregate fees billed for tax compliance, tax advice, and tax planning rendered by our independent auditors for the fiscal years ended December 31, 2006, and December 31, 2005, were \$0.

All Other Fees

The aggregate fees billed for all other professional services rendered by the Company's independent auditors for the fiscal years ended December 31, 2006, and December 31, 2005, were \$0.

The Audit Committee approved 100% of the fees paid to the principal accountant for audit-related, tax and other, fees in fiscal 2006. The Audit Committee pre-approves all non-audit services to be performed by the auditor in accordance with the Audit Committee Charter. The percentage of hours expended on the principal accountant's engagement to audit the Company's financial statements for the most recent fiscal year, and that were attributed to work performed by persons other than the principal accountant's full-time, permanent employees, was 0%.

NOTES TO FINANCIAL STATEMENTS

U.S. dollars in thousands (except share and per share data)

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DIGITAL POWER CORPORATION,
a California Corporation

Dated: March 30, 2007

/s/ Jonathan Wax

Jonathan Wax,
President and Chief Executive Officer
(Principal Executive Officer)

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated: March 30, 2007

/s/ Ben Zion Diamant

Ben Zion Diamant, Chairman

Dated: March 30, 2007

/s/ Jonathan Wax

Jonathan Wax, Director, President
And Chief Executive Officer
(Principal Executive Officer)

Dated: March 30, 2007

/s/ Amos Kohn

Amos Kohn, Director

Dated: March 30, 2007

/s/ Yeheskel Manea

Yeheskel Manea, Director

Dated: March 30, 2007

/s/ Benjamin Kiryati

Benjamin Kiryati, Director

Dated: March 30, 2007

/s/ Leo Yen

Leo Yen, Chief Financial Officer
(Principal Accounting and
Financial Officer)