

# DGT HOLDINGS CORP.

Reported by  
**LICHTENSTEIN WARREN G**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/09/09 for the Period Ending 12/07/09

Address	100 PINE AIRE DRIVE BAY SHORE, NY 11706
Telephone	631 231-6400
CIK	0000027748
Symbol	DGTC
SIC Code	3679 - Electronic Components, Not Elsewhere Classified
Industry	Medical Equipment & Supplies
Sector	Healthcare
Fiscal Year	07/31

# FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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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(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>STEEL PARTNERS HOLDINGS L.P.</b>  (Last) (First) (Middle)  <b>590 MADISON AVENUE, 32ND FLOOR,</b>  (Street)  <b>NEW YORK, NY 10022</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>DEL GLOBAL TECHNOLOGIES CORP [ DGTC.OB ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span>  <input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>12/7/2009</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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, \$.10 par value	12/7/2009		P (1)		50000	A	\$0.6000	5789413	I (2) (3)	By Steel Partners II, L.P.
Common Stock, \$.10 par value	12/8/2009		P (1)		50000	A	\$0.6000	5839413	I (2) (3)	By Steel Partners II, L.P.
Common Stock, \$.10 par value								57292	D (2) (4)	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

**Explanation of Responses:**

- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 Purchase Trading Plan Agreement adopted by Steel Partners II, L.P.
- (2) This Form 4 is filed jointly by Steel Partners Holdings L.P. ("Steel Holdings"), Steel Partners II, L.P. ("Steel Partners II"), Steel Partners LLC ("Partners LLC"), Steel Partners II GP LLC ("Steel Partners GP") and Warren G. Lichtenstein. Steel Holdings, Partners LLC, Steel Partners GP and Mr. Lichtenstein may be deemed to be 10% owners of the Issuer and Steel Partners II is a 10% owner of the Issuer.
- (3) Shares owned directly by Steel Partners II and owned indirectly by Steel Holdings by virtue of it being the sole limited partner of Steel Partners II, by Partners LLC by virtue of it being the manager of Steel Partners II and Steel Holdings, by Steel Partners GP by virtue of it being the general partner of Steel Partners II and Steel Holdings and by Mr. Lichtenstein by virtue of his position as the manager of Partners LLC and the managing member of Steel Partners GP. Steel Holdings, Partners LLC, Steel Partners GP and Mr. Lichtenstein

disclaim beneficial ownership of the shares owned by Steel Partners II except to the extent of their pecuniary interest therein.

- (4) Shares owned directly by Steel Holdings, and owned indirectly by Partners LLC by virtue of it being the manager of Steel Holdings, by Steel Partners GP by virtue of it being the general partner of Steel Holdings and by Mr. Lichtenstein by virtue of his position as the manager of Partners LLC and the managing member of Steel Partners GP. Partners LLC, Steel Partners GP and Mr. Lichtenstein disclaim beneficial ownership of the shares owned by Steel Holdings except to the extent of their pecuniary interest therein.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEEL PARTNERS HOLDINGS L.P. 590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022		X		
STEEL PARTNERS II GP LLC C/O STEEL PARTNERS HOLDINGS L.P. 590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022		X		
Steel Partners LLC C/O STEEL PARTNERS HOLDINGS L.P. 590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022		X		
LICHTENSTEIN WARREN G C/O STEEL PARTNERS HOLDINGS L.P. 590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022		X		
STEEL PARTNERS II LP C/O STEEL PARTNERS HOLDINGS L.P. 590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022		X		

**Signatures**

<b>By: Steel Partners Holdings L.P., By: Steel Partners II GP LLC, General Partner, By: /s/ Sanford Antignas as Attorney-In-Fact for Warren G. Lichtenstein, Managing Member</b>	<b>12/9/2009</b>
** Signature of Reporting Person	Date
<b>By: Steel Partners II GP LLC, By: /s/ Sanford Antignas, as Attorney In Fact for Warren G. Lichtenstein, Managing Member</b>	<b>12/9/2009</b>
** Signature of Reporting Person	Date
<b>By: Steel Partners LLC, By: /s/ Sanford Antignas, as Attorney In Fact for Warren G. Lichtenstein, Manager</b>	<b>12/9/2009</b>
** Signature of Reporting Person	Date
<b>By: /s/ Sanford Antignas, as Attorney In Fact for Warren G. Lichtenstein</b>	<b>12/9/2009</b>
** Signature of Reporting Person	Date
<b>By: Steel Partners II, L.P., By: Steel Partners II GP LLC, General Partner, By: /s/ Sanford Antignas, as Attorney in Fact for Warren G. Lichtenstein, Managing Member</b>	<b>12/9/2009</b>
** Signature of Reporting Person	Date

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 is insufficient, see Instruction 6 for procedure.

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