

DGT HOLDINGS CORP.

Filed by
STEEL PARTNERS II LP

FORM SC 13D/A
(Amended Statement of Beneficial Ownership)

Filed 04/15/03

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

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 6)1

DEL GLOBAL TECHNOLOGIES CORP.

(Name of Issuer)

COMMON STOCK, \$.10 PAR VALUE

(Title of Class of Securities)

245073 10 1

(CUSIP Number)

STEVEN WOLOSKY, ESQ.
OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP
505 Park Avenue
New York, New York 10022
(212) 753-7200

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

April 11, 2003

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box / /.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	STEEL PARTNERS II, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) /X/ (b) / /
3	SEC USE ONLY	
4	SOURCE OF FUNDS* WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	/ /
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	SOLE VOTING POWER 1,558,516
8		SHARED VOTING POWER - 0 -
9		SOLE DISPOSITIVE POWER 1,558,516
10		SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1,558,516
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	/ /
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	15.1%
14	TYPE OF REPORTING PERSON*	PN

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	WARREN G. LICHTENSTEIN	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) /X/ (b) / /
3	SEC USE ONLY	
4	SOURCE OF FUNDS* OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	/ /
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	1,558,516	
8	SHARED VOTING POWER	
	- 0 -	
9	SOLE DISPOSITIVE POWER	
	1,558,516	
10	SHARED DISPOSITIVE POWER	
	- 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,558,516	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	/ /
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	15.1%	
14	TYPE OF REPORTING PERSON*	

IN

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

WEBFINANCIAL CORPORATION

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /X/
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		28,646

8	SHARED VOTING POWER
	- 0 -

9	SOLE DISPOSITIVE POWER
	28,646

10	SHARED DISPOSITIVE POWER
	- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

28,646

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

LESS THAN 1%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MATTHEW PARTNERS, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /X/
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY 114,298
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

114,298

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

114,298

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* / /

1.1%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

HENRY INVESTMENT TRUST, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /X/
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

PENNSYLVANIA

NUMBER OF 7 SOLE VOTING POWER
SHARES
BENEFICIALLY 347,298
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

347,298

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

347,298

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.3%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
CANINE PARTNERS, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /X/
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
PENNSYLVANIA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7 SOLE VOTING POWER
347,298

8 SHARED VOTING POWER
- 0 -

9 SOLE DISPOSITIVE POWER
347,298

10 SHARED DISPOSITIVE POWER
- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

347,298

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.3%

14 TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

DAVID W. WRIGHT

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /X/
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO, PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7 SOLE VOTING POWER
355,298

8 SHARED VOTING POWER
- 0 -

9 SOLE DISPOSITIVE POWER
355,298

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

355,298

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.4%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GERALD M. CZARNECKI

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) /X/
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER

- 0 -

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

- 0 -

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

SUZANNE M. HOPGOOD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) /X/
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

/ /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7 SOLE VOTING POWER

- 0 -

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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The following constitutes Amendment No. 6 ("Amendment No. 6") to the Schedule 13D filed by Steel Partners II, L.P., Warren G. Lichtenstein and WebFinancial Corporation with the Securities and Exchange Commission on November 26, 2002. This Amendment No. 6 amends the Schedule 13D as specifically set forth.

The first paragraph of Item 3 is hereby amended and restated as follows:

The aggregate purchase price of the 1,558,516 Shares held by Steel Partners II is \$4,572,529.00. The Shares held by Steel Partners II were acquired with partnership funds.

Item 5(a)-(b) is hereby amended and restated as follows:

(a)-(b) The aggregate percentage of Shares reported owned by each person named herein is based upon 10,332,548 Shares outstanding, which is the total number of Shares outstanding as of March 26, 2003 as reported in the Issuer's Preliminary Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 11, 2003.

As of the close of business on April 11, 2003, Steel Partners II beneficially owned 1,558,516 Shares, constituting approximately 15.1% of the Shares outstanding. Mr. Lichtenstein beneficially owned 1,558,516 Shares, constituting approximately 15.1% of the Shares outstanding. By virtue of his positions with Steel Partners II, Mr. Lichtenstein has sole voting and dispositive power with respect to the 1,558,516 Shares owned by Steel Partners II.

As of the close of business on April 11, 2003, WebFinancial beneficially owned 28,646 Shares, constituting less than 1% of the Shares

outstanding.

As of the close of business on April 11, 2003, Henry Partners beneficially owned 233,000 Shares, constituting approximately 2.3% of the Shares outstanding, and Matthew Partners beneficially owned 114,298 Shares (including 52,298 Shares underlying the Warrants), constituting approximately 1.1% of the Shares outstanding.

HIT, as the general partner of each of Henry Partners and Matthew Partners, may be deemed to beneficially own the 233,000 Shares owned by Henry Partners and the 114,298 Shares owned by Matthew Partners, constituting in the aggregate approximately 3.3% of the Shares outstanding.

Canine, as the general partner of HIT, which in turn is the general partner of each of Henry Partners and Matthew Partners, may be deemed to beneficially own the 233,000 Shares owned by Henry Partners and the 114,298 Shares owned by Matthew Partners, constituting in the aggregate approximately 3.3% of the Shares outstanding.

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Mr. Wright, as the President of Canine, the general partner of HIT, which in turn is the general partner of each of Henry Partners and Matthew Partners, may be deemed to beneficially own the 233,000 Shares owned by Henry Partners and the 114,298 Shares owned by Matthew Partners, constituting in the aggregate approximately 3.3% of the Shares outstanding. In addition, Mr. Wright owns directly 8,000 Shares which, together with the Shares owned by Henry Partners and Matthew Partners, constitutes approximately 3.4% of the Shares outstanding. By virtue of his positions with Henry Partners, Matthew Partners, HIT and Canine, Mr. Wright has sole voting and dispositive power with respect to the 355,298 Shares owned by all the members of the Wright Group.

Currently, neither Gerald Czarnecki nor Suzanne Hopgood beneficially owns any Shares of Common Stock.

The Reporting Persons have formed a group for purposes of Section 13(d)(3) and Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended. In the aggregate, the Reporting Persons may be deemed to own beneficially (and may be deemed to have shared voting and dispositive power over) 1,942,460 Shares, constituting approximately 18.7% of the Shares outstanding, and if the Warrants are excluded from beneficial ownership, 18.3% of the Shares outstanding.

The filing of this Statement and any future amendment by the Reporting Persons, and the inclusion of information herein and therein, shall not be considered an admission that any of such persons, for the purpose of Section 13(d) of the Securities Exchange Act of 1934, as amended, or otherwise, are the beneficial owners of any Shares in which such persons do not have a pecuniary interest.

Item 5(c) is hereby amended to add the following:

Schedule B annexed hereto lists all transactions in the Issuer's Shares by Steel Partners II since the filing of Amendment No. 5 to the Schedule 13D. All of such transactions were effected in the open market.

[Signature Pages Follow]

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 14, 2003

STEEL PARTNERS II, L.P.

By: Steel Partners, L.L.C.
General Partner

By: /s/ Warren G. Lichtenstein

Name: Warren G. Lichtenstein
Title: Managing Member

/s/ Warren G. Lichtenstein

WARREN G. LICHTENSTEIN

WEBFINANCIAL CORPORATION

By: /s/ Warren G. Lichtenstein

Name: Warren G. Lichtenstein
Title: President & Chief Executive
Officer

HENRY PARTNERS, L.P.

By: Henry Investment Trust, L.P.
General Partner

By: Canine Partners, L.L.C.
General Partner

By: /s/ David W. Wright

Name: David W. Wright
Title: President

MATTHEW PARTNERS, L.P.

By: Henry Investment Trust, L.P.
General Partner

By: Canine Partners, L.L.C.
General Partner

By: /s/ David W. Wright

Name: David W. Wright
Title: President

HENRY INVESTMENT TRUST, L.P.

By: Canine Partners, L.L.C.
General Partner

By: /s/ David W. Wright

Name: David W. Wright
Title: President

CANINE PARTNERS, L.L.C.

By: /s/ David W. Wright

Name: David W. Wright
Title: President

/s/ David W. Wright

DAVID W. WRIGHT

/s/ Gerald M. Czarnecki

GERALD M. CZARNECKI

/s/ Suzanne M. Hopgood

SUZANNE M. HOPGOOD

Exhibit Index

	Exhibit	Page
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1.	Joint Filing Agreement, dated March 20, 2003 (previously filed).	---
2.	Director Nomination Letter from Steel Partners	---

