

DGT HOLDINGS CORP.

Reported by
LICHTENSTEIN WARREN G

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/02/11 for the Period Ending 06/01/11

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**

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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
STEEL PARTNERS HOLDINGS L.P.			DGT Holdings Corp. [DGTC.OB]			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
590 MADISON AVENUE, 32ND FLOOR,			6/1/2011					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 10022						<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)			(Zip)		

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 (1)	6/1/2011		J (2)		1768890	D	\$0	0	I	By Steel Partners II, L.P.
Common Stock, \$.10 par value (1)	6/1/2011		J (3)		14828	D	\$0	0	D	

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	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) 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 and Warren G. Lichtenstein.
- (2) Transaction constitutes a distribution of shares owned directly by Steel Partners II to SPH Group LLC, an affiliate of Steel Partners II. As a result of such distribution, Steel Partners II is no longer subject to the reporting requirements of Section 16 with respect to the securities of the Issuer.
- (3) Transaction constitutes a contribution of shares owned directly by Steel Holdings to SPH Group LLC, an affiliate of Steel Partners II.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEEL PARTNERS HOLDINGS L.P. 590 MADISON AVENUE, 32ND FLOOR		X		

NEW YORK, NY 10022				
Steel Partners LLC C/O STEEL PARTNERS HOLDINGS L.P.		X		
590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022				
LICHTENSTEIN WARREN G C/O STEEL PARTNERS HOLDINGS L.P.		X		
590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022				
STEEL PARTNERS II LP C/O STEEL PARTNERS HOLDINGS L.P.		X		
590 MADISON AVENUE, 32ND FLOOR NEW YORK, NY 10022				

Signatures

By: Steel Partners II, L.P., By: Steel Partners II GP LLC, General Partner, By: /s/ Sanford Antignas, Chief Operating Officer

6/2/2011

Date

** Signature of Reporting Person

By: Steel Partners LLC, By: /s/ Sanford Antignas, Chief Operating Officer

6/2/2011

Date

** Signature of Reporting Person

By: /s/ Sanford Antignas, as Attorney In Fact for Warren G. Lichtenstein

6/2/2011

Date

** Signature of Reporting Person

By: Steel Partners Holdings L.P., By: Steel Partners Holdings GP Inc., General Partner, By: /s/ Sanford Antignas, Chief Operating Officer

6/2/2011

Date

** Signature of Reporting Person

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.

Persons who 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.