

## FORM 5

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

## OMB APPROVAL

— Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may continue.  
See Instruction 1(b).  
— Form 3 Holdings Reported  
— Form 4 Transactions Reported

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## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(h) of the Investment Company Act of 1940

Filed By  
Romeo and Dye's  
Section 16 Filer  
www.section16.net

1. Name and Address of Reporting Person*		2. Issuer Name and Ticker or Trading Symbol <b>Giga-tronics, Inc. (GIGA)</b>		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President, Microsource Division</b>			
(Last) (First) (Middle) <b>145 Sugar Creek Lane</b>		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Year <b>April 23, 2003</b>	7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
(Street) <b>Alamo, CA 94507</b>							
(City) (State) (Zip)		<b>Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					
1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	2A. Deemed Execution Date, if any (Month/Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) Amount (A) or (D) Price	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
<b>Common Stock</b>	<b>8/30/02</b>		<b>M</b>	<b>1,000 A \$1.1560</b>	<b>6,000</b>	<b>D</b>	
<b>Common Stock</b>	<b>02/28/03</b>		<b>M</b>	<b>1,000 A \$1.0455</b>	<b>6,000</b>	<b>D</b>	

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).

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

## FORM 5 (continued)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/ Year) Date Exer- cisable Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 & 4) Title Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Owner- ship Form of Deriva- tive Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Explanation of Responses:

By: /s/ **William E. Wilson**  
**William E. Wilson**  
\*\*Signature of Reporting Person

**4/23/03**  
Date

\*\*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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## POWER OF ATTORNEY

The undersigned hereby constitutes and appoints each George H. Bruns, Jr. and Mark H. Cosmez II, either one acting alone, the undersigned's true and lawful attorney-in-fact, with full power of substitution, to:  
(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Giga-tronics Incorporated (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and any other action for and on behalf of the undersigned that may be necessary or convenient to complete and execute any such Form 3, 4, or 5 and timely file such form with the U.S. Securities and Exchange Commission and any state securities commission and any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the undersigned hereby ratifies and confirms all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein contained. This Power of Attorney shall remain in full force and effect from December 4, 2002 through December 4, 2005 or until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and in the Company. The undersigned has executed this Power of Attorney as of December 11, 2002.

/s/ William E. Wilson  
Signature  
William E. Wilson  
Print Name

(Footnote Continued from Previous Page.)

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\*\*\*No Trailer - DO NOT delete\*\*\*

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Power of Attorney.doc