

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

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response...0.5

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

Form with sections: 1. Name and Address of Reporting Person*, 2. Issuer Name and Ticker or Trading Symbol, 3. I.R.S. Identification Number, 4. Statement for Month/Day/Year, 5. If Amendment, Date of Original, 6. Relationship of Reporting Person(s), 7. Individual or Joint/Group Filing, 8. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned.

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).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 11 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, 4. Transaction Code, 5. Number of Derivative Securities Acquired (A) or Disposed of (D), 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s), 10. Ownership Form of Derivative Security, 11. Nature of Indirect Beneficial Ownership.

Explanation of Responses:

By: /s/ Ken A. Harvey

2/5/03
Date

**Signature of Reporting Person

**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 (2) take any 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 stock exchange or other securities market.

/s/ Ken Harvey
Signature
Ken Harvey
Print Name