

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Rifkin Jay		2. Issuer Name and Ticker or Trading Symbol DIGICORP [DGCO.OB]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman & CEO	
(Last) (First) (Middle) 4143 GLENCOE AVENUE		3. Date of Earliest Transaction (Month/Day/Year) 09/30/2005			
(Street) MARINA DEL REY, CA 90292		4. If Amendment, Date Original Filed (Month/Day/Year)		6. 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	
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	09/13/2006		P		9,000	A	\$ 0.25	9,000	D	
Common Stock	10/03/2006		P		1,000	A	\$ 0.25	10,000	D	
Common Stock	10/03/2006		P		10,000	A	\$ 0.24	20,000	D	
Common Stock	12/27/2006		P		2,421,292	A	\$ 0.1	2,441,292	D	
Common Stock								19,086,372 (1)	I	By Rebel Holdings, LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Amount of Underlying Securities (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				
Stock Options (right to buy)	\$ 0.85	09/30/2005		A		4,400,000		12/30/2006	09/30/2015	Common Stock	4,400,000	\$ 0	4,400,000	D	
Stock Options (right to buy)	\$ 0.2	11/08/2006		A		150,000		11/08/2007	11/08/2016	Common Stock	150,000	\$ 0	4,550,000	D	
Secured Convertible Note	\$ 1.112	12/29/2005		A(2)		0		(2)	(2)	See footnote (2)	(2)	\$ 0	500,000	I	By Rebel Holdings, LLC

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rifkin Jay 4143 GLENCOE AVENUE MARINA DEL REY, CA 90292	X	X	Chairman & CEO	

Signatures

/s/ Jay Rifkin	01/03/2007
Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) 3,600,000 of the reported shares are held in escrow pending satisfaction of certain performance milestones through March 31, 2007.
- (2) The reporting person acquired a \$556,306.53 principal amount secured convertible note of the Issuer in exchange for assigning to the Issuer an equivalent principal amount loan receivable owed to the reporting person by Rebel Crew Films, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.