

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>JENSEN GEORGE R JR</u> (Last) (First) (Middle) <u>517 LEGION ROAD</u> (Street) <u>WEST CHESTER PA 19382</u> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>USA TECHNOLOGIES INC [USAT]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHIEF EXECUTIVE OFFICER</u>		
			3. Date of Earliest Transaction (Month/Day/Year) <u>05/11/2006</u>				
			4. If Amendment, Date of 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		

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	05/11/2006		A		97,080 ⁽¹⁾	A	\$0	117,290 ⁽¹⁾	D	
COMMON STOCK								2,000	I	BY SPOUSE
COMMON STOCK								60,000	I	BY TRUST

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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
NON-QUALIFIED STOCK OPTION (RIGHT TO BUY)	\$7.5	05/11/2006		A		75,000 ⁽²⁾		(3)	(3)	COMMON STOCK	\$0	75,000	D	

Explanation of Responses:

- OF THE TOTAL OF 97,080 SHARES ISSUED (i) 75,000 VEST AS FOLLOWS: 25,000 ON 6/1/06; 25,000 ON 1/1/07; AND 25,000 ON 6/1/07; AND (ii) 22,080 SHARES VEST AS FOLLOWS: 5,520 ON 7/1/06; 5,520 ON 10/1/06; 5,520 ON 1/1/07; AND 5,520 ON 4/1/07. THESE 22,080 SHARES ARE BEING ISSUED TO MR. GEORGE R. JENSEN, JR. FOLLOWING MR. JENSEN'S ELECTION TO RECEIVE SHARES OF COMMON STOCK IN LIEU OF CASH FOR ONE-HALF OF HIS BASE SALARY FOR THE FISCAL YEAR ENDING 6/30/07.
- THE OPTIONS TO PURCHASE UP TO 75,000 SHARES OF COMMON STOCK VEST AS FOLLOWS: 25,000 ON 5/11/06; 25,000 ON 6/30/07; AND 25,000 ON 6/30/08.
- THE OPTIONS MAY BE EXERCISED AT ANY TIME WITHIN 5 YEARS OF VESTING.

/S/ GEORGE R. JENSEN, JR. 05/11/2006

** Signature of Reporting Person Date

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 Number.