

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

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* <b>VAN ALEN WILLIAM L JR</b> _____ (Last) (First) (Middle) <b>975 DORCHESTER ROAD</b> _____ (Street) <b>NEWTOWN PA 19703</b> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>USA TECHNOLOGIES INC [ USAT ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner _____ Officer (give title below) Other (specify below)		
			3. Date of Earliest Transaction (Month/Day/Year) <b>04/21/2006</b>					
			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 _____ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
COMMON STOCK								24,250	D	
COMMON STOCK								100	I	SPOUSE

**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						Title
STOCK OPTION (RIGHT TO BUY)	\$7.5	04/21/2006		A		12,000		04/21/2006	04/21/2011	COMMON STOCK	12,000	\$0	12,000	D	
2005-G SENIOR NOTE	\$10							11/30/2005	12/31/2008	COMMON STOCK	3,333		3,333	D	
2006-A SENIOR NOTE	\$10							01/06/2006	12/31/2010	COMMON STOCK	2,000		2,000	D	
WARRANTS (OPTION TO PURCHASE)	\$20							01/09/2006	12/31/2008	COMMON STOCK	3,333		3,333	D	
WARRANTS (OPTION TO PURCHASE)	\$20							01/09/2006	12/31/2008	COMMON STOCK	2,000		2,000	D	
2004-B SENIOR NOTE	\$10							01/28/2005	06/30/2007	COMMON STOCK	10,340		10,340	D	
2003-B SENIOR NOTE	\$20							12/31/2003	12/31/2009	COMMON STOCK	1,500		1,500	D	
2002-A SENIOR NOTE	\$20							09/03/2002	12/31/2008	COMMON STOCK	1,000		1,000	D	
2001-D SENIOR NOTE	\$20							03/26/2003	12/31/2007	COMMON STOCK	166		166	D	
SERIES A CONVERTIBLE PREFERRED STOCK	(1)							02/28/1998	(1)	COMMON STOCK	(1)		4,000	I	SPOUSE

**Explanation of Responses:**

1. EACH SHARE OF SERIES A PREFERRED CONVERTIBLE STOCK IS CONVERTIBLE INTO A HUNDREDTH OF A SHARE AND DOES NOT HAVE AN EXPIRATION DATE.

/S/ WILLIAM L. VAN ALEN, JR 04/24/2006

\*\* 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.