

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>VAN ALLEN WILLIAM L JR</u> (Last) (First) (Middle) <u>975 DORCHESTER ROAD</u> (Street) <u>NEWTOWN SQUARE PA 19073</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>USA TECHNOLOGIES INC [USTT]</u>	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) <u>02/01/1998</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 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 ⁽¹⁾	09/15/2004		M		22,033	A	\$0.1	2,091,735 ⁽²⁾	D		
Common Stock	06/01/1998		X		10,000	A	\$1.5	10,000 ⁽³⁾	I	Spouse	
Preferred Stock	02/01/1998		J		4,000	A	\$5	4,000 ⁽⁴⁾	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
2004-B Senior Note ⁽⁵⁾	\$0	01/28/2005		J		103,404.95		01/28/2005	06/30/2007	Common Stock	1,034,049.5	\$103,404.95	0 ⁽⁵⁾	D	
Warrants (Option to Purchase) ⁽¹⁾	\$0.1	09/15/2004		X		22,033		(1)	12/31/2004	Common Stock	22,033	\$0	0	D	

Explanation of Responses:

- Shares purchased through the exercise of warrants. 18,033 warrants were exercised that were reported in footnotes 8 through 13 of the Form 4 dated July 28, 2004, and 4,000 warrants were exercised that were reported in footnote 14 of the Form 4 dated July 28, 2004. All of the warrants that were not exercised have expired.
- Represents additional 22,033 shares acquired through exercise of warrants less 5,000 shares erroneously reported as owned by Mr. Van Alen in previous Form 4s.
- Represents shares acquired by Mr. Van Alen's spouse upon exercise of warrants that were not previously reported. As of the date hereof, Mr. Van Alen's spouse is the owner of 10,000 shares.
- Represents Series A Preferred Stock purchased by Mr. Van Alen's spouse from the Company as part of a private placement offering that was not previously reported.
- Due June 30, 2007 - \$103,404.95 principal amount 2004-B Senior Note. Purchased from issuer. Note is convertible at \$.10 per share at anytime prior to maturity.

/s/ William L. Van Alen, Jr. 03/21/2005

** 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.