

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* VAN ALLEN WILLIAM L JR (Last) (First) (Middle) 975 DORCHESTER ROAD (Street) NEWTOWN SQUARE PA 19073 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol USA TECHNOLOGIES INC [USTT]	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) 09/30/2002	
	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	09/30/2002 ⁽¹⁾		A		1,033	A	\$0.2	2,074,703	D	
Common Stock	12/31/2002 ⁽²⁾		A		3,000	A	\$0.2	2,074,703	D	
Common Stock	03/31/2003 ⁽³⁾		A		3,500	A	\$0.2	2,074,703	D	
Common Stock	06/30/2003 ⁽⁴⁾		A		3,500	A	\$0.2	2,074,703	D	
Common Stock	09/30/2003 ⁽⁵⁾		A		3,500	A	\$0.2	2,074,703	D	
Common Stock	12/31/2003 ⁽⁶⁾		A		3,500	A	\$0.2	2,074,703	D	
Common Stock	05/04/2004 ⁽⁷⁾		P		825,000	A	\$0.15	2,074,703	D	
Common Stock	06/08/2004 ⁽⁷⁾		A		200,000	A	\$0.15	2,074,703	D	

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	Amount or Number of Shares				
Warrants (right to buy)	\$0.2	09/30/2002 ⁽⁸⁾		A		1,033		09/30/2002	08/30/2004	Common Stock	1,033	\$0.2	1,033	D	
Warrants (right to buy)	\$0.2	12/31/2002 ⁽⁹⁾		A		3,000		12/31/2002	08/30/2004	Common Stock	3,000	\$0.2	3,000	D	
Warrants (right to buy)	\$0.2	03/31/2003 ⁽¹⁰⁾		A		3,500		03/31/2003	08/30/2004	Common Stock	3,500	\$0.2	3,500	D	
Warrants (right to buy)	\$0.2	06/30/2003 ⁽¹¹⁾		A		3,500		06/30/2003	08/30/2004	Common Stock	3,500	\$0.2	3,500	D	
Warrants (right to buy)	\$0.2	09/30/2003 ⁽¹²⁾		A		3,500		09/30/2003	08/30/2004	Common Stock	3,500	\$0.2	3,500	D	
Warrants (right to buy)	\$0.2	12/31/2003 ⁽¹³⁾		A		3,500		12/31/2003	08/30/2004	Common Stock	3,500	\$0.2	3,500	D	
Warrants (right to buy)	\$0.2	06/02/2004 ⁽¹⁴⁾		A		18,033		06/02/2004	12/31/2004	Common Stock	18,033	\$0.2	18,033	D	
Warrants (right to buy)	\$0.2	05/04/2004 ⁽¹⁵⁾		A		412,500		05/04/2004	12/31/2004	Common Stock	412,500	\$0.2	512,500	D	
Warrants (right to buy)	\$0.2	06/08/2004 ⁽¹⁵⁾		A		100,000		06/08/2004	12/31/2004	Common Stock	100,000	\$0.2	18,033	D	

Explanation of Responses:

1. Represents Common Stock issued in lieu of cash interest payments for quarter ending September 30, 2002.
2. Represents Common Stock issued in lieu of cash interest payments for quarter ending December 31, 2002.
3. Represents Common Stock issued in lieu of cash interest payments for quarter ending March 31, 2003.
4. Represents Common Stock issued in lieu of cash interest payments for quarter ending June 30, 2003.
5. Represents Common Stock issued in lieu of cash interest payments for quarter ending September 30, 2003.
6. Represents Common Stock issued in lieu of cash interest payments for quarter ending December 31, 2003.
7. Represents Common Stock issued pursuant to the 2004-A private placement offering.
8. Represents Warrants issued in lieu of cash interest payments for quarter ending September 30, 2002.
9. Represents Warrants issued in lieu of cash interest payments for quarter ending December 31, 2002.
10. Represents Warrants issued in lieu of cash interest payments for quarter ending March 31, 2003.
11. Represents Warrants issued in lieu of cash interest payments for quarter ending June 30, 2003.
12. Represents Warrants issued in lieu of cash interest payments for quarter ending September 30, 2003.
13. Represents Warrants issued in lieu of cash interest payments for quarter ending December 31, 2003.
14. Represents additional Warrants issued to holders of senior notes who elected to receive securities in lieu of cash interest payments. For each warrant previously issued, the holder received an additional warrant.
15. Represents warrants issued in connection with the 2004-A private placement offering. For each share purchased pursuant to the offering, the investor received a warrant to purchase one-half of a share.

/s/ William VanAlen, Jr. 07/28/2004

** 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.