

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* VAN ALLEN WILLIAM L JR _____ (Last) (First) (Middle) 975 DORCHESTER ROAD _____ (Street) NEWTON PA 19703 _____ (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) 04/07/2005					
			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	04/07/2005		J ⁽¹⁾		333,334	A	\$0.15	2,425,069	D	
Common Stock								10,000	I	Spouse
Preferred Stock								4,000	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	Amount or Number of Shares				
Warrants (Option to Purchase)	\$0.15	04/07/2005		J ⁽²⁾		333,334		04/07/2005	12/31/2005	Common Stock	333,334	\$0	333,334	D	
2004-B Senior Note	\$0.1							01/28/2005	06/30/2007	Common Stock	1,034,050		1,034,050	D	
2003-B Senior Note	\$0.2							12/31/2003	12/31/2009	Common Stock	150,000		150,000	D	
2002-A Senior Note	\$0.2							09/03/2002	12/31/2008	Common Stock	100,000		100,000	D	
2001-D Senior Note	\$0.2							03/26/2003	12/31/2007	Common Stock	16,670		16,670	D	

Explanation of Responses:

1. Represents shares of Common Stock purchased from issuer in the issuer's 2005-D offering. For each share of common stock purchased, Mr. Van Alen received a warrant to purchase one share of Common Stock at \$1.15 per share at any time prior to December 31, 2005.
2. Represents Warrants received from issuer in the issuer's 2005-D offering.

William L. Van Alen, Jr. 04/22/2005

** 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.