

**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>			2. Issuer Name and Ticker or Trading Symbol <b>USA TECHNOLOGIES INC [ USTT ]</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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/30/2005</b>			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		
975 DORCHESTER ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>NEWTOWN SQUARE PA 19703</b>								
(City) (State) (Zip)								

**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									2,425,069	D	
COMMON STOCK									10,000	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)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
2005-G SENIOR NOTE	\$0.1	11/30/2005		j <sup>(1)</sup>		333,330	11/30/2005	12/31/2008	COMMON STOCK	333,330	\$33,333	333,330	D	
2006-A SENIOR NOTE	\$0.1	11/30/2005		j <sup>(2)</sup>		200,000	01/06/2006	12/31/2010	COMMON STOCK	200,000	\$20,000	200,000	D	
WARRANTS (OPTION TO PURCHASE)	\$0.2	11/30/2005		j <sup>(3)</sup>		333,330	01/09/2006	12/31/2008	COMMON STOCK	333,330	\$0	333,330	D	
WARRANTS (OPTION TO PURCHASE)	\$0.2	11/30/2005		j <sup>(4)</sup>		200,000	01/09/2006	12/31/2008	COMMON STOCK	200,000	\$0	200,000	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	
SERIES A CONVERTIBLE PREFERRED STOCK	\$1						02/28/1998	(5)	COMMON STOCK	4,000		4,000	I	SPOUSE

**Explanation of Responses:**

1. REPRESENTS CONVERTIBLE SENIOR NOTES RECEIVED FROM ISSUER IN THE ISSUER'S 2005-G OFFERING.
2. REPRESENTS CONVERTIBLE SENIOR NOTES RECEIVED FROM ISSUER IN THE ISSUER'S 2006-A OFFERING.
3. REPRESENTS WARRANTS RECEIVED FROM ISSUER IN THE ISSUER'S 2005-G OFFERING.
4. REPRESENTS WARRANTS RECEIVED FROM ISSUER IN THE ISSUER'S 2006-A OFFERING.
5. THE SERIES A PREFERRED CONVERTIBLE STOCK DOES NOT HAVE AN EXPIRATION DATE.

/S/ WILLIAM L. VAN ALEN, JR. 01/24/2006

\*\* 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.