

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* <u>VAN ALLEN WILLIAM L JR</u>			2. Issuer Name and Ticker or Trading Symbol <u>USA TECHNOLOGIES INC [USAT]</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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/16/2007</u>			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		
<u>975 DELCHESTER ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NEWTOWN SQUARE PA 19703</u>								
(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								34,250	D	
Common Stock								100	I	By 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				
Stock Option (Right to Buy)	\$7.5							04/21/2006	04/21/2011	Common Stock	12,000		12,000	D	
Warrants (Right to Purchase)	\$20							01/09/2006	12/31/2008	Common Stock	3,333		3,333	D	
Warrants (Right to Purchase)	\$20							01/09/2006	12/31/2008	Common Stock	2,000		2,000	D	
2005-G Senior Note	\$10	03/16/2007		J ⁽¹⁾			\$33,333	11/30/2005	12/31/2008	Common Stock	3,333	(1)	0	D	
2003-B Senior Note	\$20	04/30/2007		J ⁽²⁾			\$30,000	12/31/2003	12/31/2009	Common Stock	1,500	(2)	0	D	
Series A Conv. Preferred Stock	(3)							02/28/1998	(3)	Common Stock	(3)		4,000	I	By Spouse
2006-A Senior Note	\$10							01/06/2006	12/31/2010	Common Stock	2,000		2,000	D	

Explanation of Responses:

1. Represents \$33,333 of 2005-G Convertible Senior Notes that mature on 12/31/2008 and have not been converted into Common Stock. The principal amount was prepaid by the Issuer.
2. Represents \$30,000 of 2003-B Convertible Senior Notes that mature on 12/31/2009 and have not been converted into Common Stock. The principal amount was prepaid by the Issuer.
3. Each share of Series A Convertible Preferred Stock is convertible into a hundredth of a share of Common Stock, and does not have an exercise date.

William L. Van Alen Jr. 05/03/2007

** 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.