

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>YOUNG MARY WEST</u>	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/18/2004</u>	3. Issuer Name and Ticker or Trading Symbol <u>USA TECHNOLOGIES INC [USTT]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) <u>Chief Financial Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>100 DEERFIELD LANE, SUITE 140</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
(Street) <u>MALVERN PA 19355</u>			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>200,000</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Options (right to buy)</u>	<u>(1)</u>	<u>(2)</u>	<u>Common Stock</u>	<u>300,000⁽¹⁾</u>	<u>0.3</u>	<u>D</u>	
<u>Warrants (right to buy)</u>	<u>06/02/2004</u>	<u>12/31/2004</u>	<u>Common Stock</u>	<u>100,000</u>	<u>0.2</u>	<u>D</u>	

Explanation of Responses:

1. Ms. Young's options will vest as follows: 37,500 options to vest on July 31, 2004 with 37,500 additional options to vest on each three month anniversary of such date with the final 37,500 options to vest on April 30, 2006. The options are exercisable when vested.

2. The options will expire 2 years after the date on which they vest.

/s/ Mary West Young07/09/2004

** 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 5 (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.