

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>JENSEN GEORGE R JR</u> (Last) (First) (Middle) <u>100 DEERFIELD LN</u> <u>SUITE 140</u> (Street) <u>MALVERN PA 19355</u> (City) (State) (Zip)	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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/16/2008</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	06/16/2008		S		58,000	D	(1)	80,965	D	
Common Stock								39,366	I	By Trust
Common Stock								2,000	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
Series A Convertible Preferred Stock	(2)	06/16/2008		P		29,000		06/16/2008	(2)	Common Stock	(2)	(1)	63,700	D	
Series A Convertible Preferred Stock	(2)	06/16/2008		P		300		06/16/2008	(2)	Common Stock	(2)	\$10.5	64,000	D	
Series A Convertible Preferred Stock	(2)	06/16/2008		P		700		06/16/2008	(2)	Common Stock	(2)	\$10	64,700	D	
Series A Convertible Preferred Stock	(2)	06/16/2008		P		2,000		06/16/2008	(2)	Common Stock	(2)	\$10.77	66,700	D	
Series A Convertible Preferred Stock	(2)	06/16/2008		P		300		06/16/2008	(2)	Common Stock	(2)	\$10.88	67,000	D	
Non-Qualified Stock Option (Right to Buy)	\$7.5							(3)	(3)	Common Stock	75,000		75,000	D	

Explanation of Responses:

- George R. Jensen, Jr. sold 58,000 shares of Common Stock to his son, Burt Jensen, in exchange for 29,000 shares of Series A Preferred Stock owned by Burt Jensen. On June 13, 2008, the valuation date agreed to by the parties to the exchange, the closing price on the NASDAQ Global Market for the Series A Preferred Stock was \$10.50 per share, and the closing price for the Common Stock was \$6.00 per share.
- Each share of Series A Convertible Preferred Stock is convertible into a hundredth of a share of Common Stock, and does not have an expiration date.
- The options may be exercised at any time within five years of vesting.

Remarks:

George R. Jensen Jr.

06/16/2008

** 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.