

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>DEMEDIO DAVID M</u> <hr/> (Last) (First) (Middle) <u>100 DEERFIELD LANE</u> <u>SUITE 140</u> <hr/> (Street) <u>MALVERN PA 19355</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/12/2005	3. Issuer Name and Ticker or Trading Symbol <u>USA TECHNOLOGIES INC [USTT]</u> <hr/> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>Chief Financial Officer</u></p>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 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
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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>201,125</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>0.2</u>	<u>D</u>	
<u>Senior Note -- \$5,000 principal amt.</u>	<u>12/31/2000</u>	<u>12/31/2006</u>	<u>Common Stock</u>	<u>25,000</u>	<u>0.2</u>	<u>D</u>	
<u>Senior Note -- \$7,500 principal amt.</u>	<u>01/10/2002</u>	<u>12/31/2007</u>	<u>Common Stock</u>	<u>37,500</u>	<u>0.2</u>	<u>D</u>	
<u>Senior Note -- \$1,900 principal amt.</u>	<u>11/30/2004</u>	<u>06/30/2007</u>	<u>Common Stock</u>	<u>1,900</u>	<u>0.1</u>	<u>D</u>	

Explanation of Responses:

1. Mr. DeMedio's options will vest as follows: 37,500 options to vest on July 31, 2005 with 37,500 additional options to vest on each three months anniversary of such date with the final 37,500 options to vest on April 30, 2007. The options are exercisable when vested.

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

David M. DeMedio
04/15/2005

** 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 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.