## OMB APPROVAL

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U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 3

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or

Section 30	O(f) of the Investment Co	mpany Act of 1940
(Print or Type Responses)	)	
1. Name and Address of	Reporting Person*	
Kolls	Haven	В
(Last)	(First)	(Middle)
	1573 Potter Drive	
	(Street)	
Pottstown	PA	19464
(City)	(State)	(Zip)
	10/28/02	
2. Date of Event Requir	ring Statement (Month/Day	/Year)
3. IRS Identification N	Number of Reporting Person USA Technologies (UST	n, if an Entity (Voluntary) T)
4. Issuer Name and Tick	ker or Trading Symbol	
5. Relationship of Repo (Check all applicabl	orting Person to Issuer le)	
[ ] Director [X] Officer (give t	title below) [	] 10% Owner ] Other (specify below)
Sr. Vice Presid	dent R & D	
6. If Amendment, Date of	of Original (Month/Day/Ye	ar)
7. Individual or Joint/	Group Filing (Check app.	licable line)
[X] Form Filed by 0	One Reporting Person	
[ ] Form Filed by M	More than One Reporting P	erson

Table I Non-Derivative Securities Beneficially Own	ıed
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1. Title of Security (Instr. 4)	<ol> <li>Amount of Securities Beneficially Owned (Instr. 4)</li> </ol>	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	Nature of Indirect Beneficial Ownership     (Instr. 4)
Common Stock	41,725	D	
Common Stock Total Common Stock	16,500 58,225	I	Wife

<sup>\*</sup> If the Form is filed by more than one Reporting Person, see Instruction 5(b)(v).

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(0ver) SEC 1473(7/96)

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

	<ol> <li>Date Exercisable and Expiration Date (Month/Day/Year)</li> </ol>		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)			4.	Conver-	5.	Owner- ship Form of Derivative Security:	O. Natura of
1. Title of Derivative Security (Instr. 4)	•	Expira- tion Date	Title		Amount or Number of Shares		sion or Exercise Price of Derivative Security		Direct (D) or Indirect (I) (Instr. 5)	Beneficial Ownership
Preferred Stock Series	4									
Warrants										
Options	06/08/98 04/13/99 06/17/99 06/17/00 06/17/01 11/23/99 08/26/01 05/26/02	06/30/03 06/30/03 06/30/03 06/30/03 06/30/03 06/17/04	Common Common Common Common Common Common Common Common Common	Stock Stock Stock Stock Stock Stock Stock Stock Stock Stock Stock	5,000 10,000 5,000 5,000 10,000 33,334 33,333 30,000 26,667 26,667 50,000		2.50 1.50 2.50 4.50 4.50 4.50 2.00 2.00 2.00 2.00 1.00 1.00		D D D D D D D D D D D D D D D D	
Options Total					273,334					
2000-C Senior Note		12/31/03	Common	Stock	24,000		1.25		I	Spouse
Convertible Note					24,000					
Total:					355,559					

## Explanation of Responses:

By: /s/ Haven B. Kolls Haven B. Kolls

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 provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Intentional misstatements or omissions of facts constitute Federal Criminal Violations.