

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

Herbert	Stephen	P.
----- (Last)	----- (First)	----- (Middle)
536 W. Beechtree Lane		
----- (Street)		
Strafford	PA	19087
----- (City)	----- (State)	----- (Zip)

2. Issuer Name and Ticker or Trading Symbol

USA Technologies USTT

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Day/Year

December, 2002

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)
President and Chief Operating Officer	

7. Individual or Joint/Group Filing (Check applicable line)

<input checked="" type="checkbox"/> Form filed by one Reporting Person
<input type="checkbox"/> Form filed by more than one Reporting Person

Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans- action Date (mm/dd/yy)	2A. Deemed Executin Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Follow- ing Reported Transaction(s) (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	or (A) (D)	Price			

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).

(Print or Type Response)

(Over)

FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Exe- cution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares	8. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- ities Bene- ficially Owned Following Trans- action (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of direct Bene- ficial Owner- ship (Instr. 4)
OPTIONS	1.50	12/31/02		J(1)	10,000	04/15/96 06/30/03	COMM STK 10,000		0		D
OPTIONS	4.50	12/31/02		J(1)	30,000	04/15/96 06/30/03	COMM STK 30,000		0		D
OPTIONS	4.50	12/31/02		J(1)	10,000	06/08/98 06/08/03	COMM STK 10,000		0		D
OPTIONS	4.50	12/31/02		J(1)	1,250	07/13/98 07/13/03	COMM STK 1,250		0		D
OPTIONS	4.50	12/31/02		J(1)	1,250	10/13/98 10/13/03	COMM STK 1,250		0		D
OPTIONS	4.50	12/31/02		J(1)	1,250	01/13/99 01/13/04	COMM STK 1,250		0		D
OPTIONS	4.50	12/31/02		J(1)	1,250	04/13/99 04/13/04	COMM STK 1,250		0		D
OPTIONS	2.00	12/31/02		J(1)	36,667	06/17/99 06/17/04	COMM STK 36,667		0		D
OPTIONS	2.00	12/31/02		J(1)	36,667	06/17/00 06/17/05	COMM STK 36,667		0		D
OPTIONS	2.00	12/31/02		J(1)	36,666	06/17/01 06/17/06	COMM STK 36,666		0		D
OPTIONS	2.00	12/31/02		J(1)	45,000	11/23/99 11/23/04	COMM STK 45,000		0		D
OPTIONS	1.00	12/31/02		J(1)	26,667	08/26/01 08/26/06	COMM STK 26,667		0		D
OPTIONS	1.00	12/31/02		J(1)	26,667	05/26/02 05/26/07	COMM STK 26,667		0		D

Explanation of Responses:

/s/ Stephen Herbert

January 20, 2003

**Signature of Reporting Person

Date

** 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 provided is insufficient, see Instruction 6 for procedure.

