

USA TECHNOLOGIES INC
Form 4
October 01, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN 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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HERBERT STEPHEN P

2. Issuer Name and Ticker or Trading Symbol
**USA TECHNOLOGIES INC
[USAT]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 DEERFIELD LN, SUITE 140

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
COO & President

MALVERN, PA 19355

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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. 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)
Common Stock	10/01/2009		A ⁽¹⁾		9,000	A	\$ 0	99,422	D	
Common Stock								27,440	I	By Spouse
Common Stock								28,010	I	By Child

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

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number.

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 Underlying Securities (Instr. 3 and 4)	8. Derivative Security (Instr. 3)
Non-Qualified Stock Option (Right to Buy)	\$ 7.5					(2) (2)	Common Stock	18,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERBERT STEPHEN P 100 DEERFIELD LN SUITE 140 MALVERN, PA 19355	X		COO & President	

Signatures

/s/ Stephen P.
Herbert

10/01/2009

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

The 9,000 shares were issued as of 10/1/2009 to Mr. Herbert by the Company as a bonus and vest as follows: 3,000 on 10/1/09, 3,000 on (1) 4/1/10, and 3,000 on 10/1/10. These shares were issued to Mr. Herbert by the Company pursuant to the Amended and Restated Employment and Non-Competition Agreement effective 10/1/09 between the Company and Mr. Herbert.

(2) The options may be exercised at any time within 5 years of vesting. The options vested as follows: 6,000 on 5/11/06, 6,000 on 6/30/07, and 6,000 on 6/30/08.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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