

MONEY CENTERS OF AMERICA, INC.
 Form 4
 October 19, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
WOLFINGTON CHRISTOPHER

2. Issuer Name and Ticker or Trading Symbol
MONEY CENTERS OF AMERICA, INC. [MCAM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 10/15/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, CEO and President

700 SOUTH HENDERSON ROAD, SUITE 325

(Street)

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

KING OF PRUSSIA, PA 19406

(City) (State) (Zip)

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 Ownership (Instr. 4)
Common Stock ⁽¹⁾	10/15/2004		A	V	13,945,831 A \$ 0 13,947,831	D	
Common Stock ⁽²⁾	10/15/2004		A		3,108,772 A \$ 0 3,108,772	I	See Note ⁽²⁾

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

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 control number.

SEC 1474 (9-02)

Edgar Filing: MONEY CENTERS OF AMERICA, INC. - Form 4

Pursuant to the terms of the Merger Agreement, 2003 Grantor Retained Annuity Trust of Christopher M. Wolfington was issued 3,108,772 shares of Money Centers' common stock upon cancellation of its iGames' Series A Preferred Stock.

- (3) Pursuant to the Merger Agreement, these warrants were cancelled in exchange for the issuance of 2,754,250 shares of Money Centers' Common Stock.
- (4) Pursuant to the Merger Agreement, these shares of Series A Convertible Preferred Stock were cancelled in exchange for the issuance of 11,191,581 shares of Money Centers' Common Stock.
- (5) Pursuant to the Merger Agreement, these shares of Series A Convertible Preferred Stock were cancelled in exchange for the issuance of 3,108,772 shares of Money Centers' Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space 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.