

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

FORM 4

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

OMB APPROVAL

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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)
700 SOUTH HENDERSON ROAD, SUITE 325
 (Street)

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

KING OF PRUSSIA, PA 19406

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

(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 Beneficial 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.

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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.

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