USDATA CORP
Form 4
May 10, 2002

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| FORM 4 |
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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

[_] Check 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

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

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1. Name and Address of Reporting Person*

SCP Private Equity Partners II, L.P.

(Last) (First) (Middle)

435 Devon Park Drive, Building 300

(Street)

Wayne, PA 19087

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

USDATA Corporation (USDC)

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

07/2001

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

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

_____ Director

X 10% Owner

_____ Officer (give title below)

____Other (specify below)

_____

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

____Form Filed by One Reporting Person

X Form Filed by More than One Reporting Person

Table I -- Non-Derivative Securities Acquired,Disposed of

1. Title of Security (Instr. 3)	2. Trans-action Date (Month/ Day/ Year)	3. Trans-action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficial Owned at End of Month
			Amount	(A) or (D)	Price	(Instr. 3

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).

(over)
SEC 2270 (7-96)

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 Exercise Price of Deriv-ative Security	3. Trans-action Date (Month/ Day/ Year)	4. Transac-tion Code (Instr. 8)
Series C-1 Preferred Stock, par value $0.01 per share (FN1)	(FN1)	07/20/01	P

6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or In-direct (I) (Instr. 4)	11.
Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Presently	None	Common Stock	1,625,000 (FN 1)	$40.00 per share (FN 1)	53,750	(FN 1)	

Explanation of Responses:

(FN1) On July 20, 2001, the Issuer exercised its right under the Series C Preferred Stock Purchase Agreement dated as of March 30, 2001, to sell 16,250 shares of Series C-1 Preferred Stock, par value $0.01 per share ("Series C-1 Preferred Stock") to SCP Private Equity Partners II, L.P. ("SCP") at a purchase price of $40.00 per share. SCP paid the Issuer $635,596, net of transaction costs, for the shares. As of the end of July 2001, each share of Series C-1 Preferred Stock was convertible into 100 shares of common stock of the Issuer, subject to increase for dividends and dilutive issuances. As a result of a one-for-five reverse stock split on the Issuer's common stock effective as of August 21, 2001, as of the end of April 2002, SCP had the right to convert each share of Series C-1 Preferred Stock into 20 shares of the Issuer's common stock, subject to increase for dividends and dilutive issuances. For purposes of Section 16 reporting, SCP is deemed to be a direct beneficial owner of the derivative securities of the Issuer disclosed herein. SCP Private Equity II, LLC (the "Manager") is deemed to be an indirect beneficial owner of the derivative securities of the Issuer disclosed herein because of a contractual agreement with SCP which grants the Manager the power to make voting and investment decisions regarding the securities held by SCP.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Wayne B. Weisman May 10, 2002

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** Signature of Reporting Person Date

Name: Wayne B. Weisman

Title: A Manager of SCP Private Equity II, LLC, the Manager of SCP Private Equity II General Partner, L.P., the General Partner of the Reporting Person

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.

Joint Filer Information

Name:	SCP Private Equity II, LLC
Address:	435 Devon Park Drive, Building 300 Wayne, Pennsylvania 19087
Designated Filer:	SCP Private Equity Partners II, L.P.
Issuer & Ticker Symbol:	USDATA Corporation (USDC)
Date of Event Requiring Statement:	July 20, 2001
Signature:	By: /s/ Wayne B. Weisman Name: Wayne B. Weisman Title: Manager