PEPPER HAMILTON ILP
Form 4
January 23, 2003

FORM 4

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

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

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(h) of the Investment Company Act of 1940

OMB APPROVAL

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1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
TL Ventures Inc.	**USDATA Corporation (USDC)**	
(Last) (First) (Middle) **c/o TL Ventures** **435 Devon Park Drive, Building 700**	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year **January 22, 2003**	_ Director **X** 10% Owner _ Officer (give title below) _ Other (specify below)
(Street) **Wayne,, PA 19087**	5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line) _ Form filed by One Reporting Person **X**(1) 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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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)	Price			
Common Stock	**01/22/03**		**S**		**117**	**D**	**$0.56**	**140,221**	**D**	**Held by: Technology Leaders L.P.**
Common Stock	**01/22/03**		**S**		**133**	**D**	**$0.56**	**160,101**	**D**	**Held by: Technology Leaders Offshore C.V.**
Common Stock	**01/22/03**		**S**		**139**	**D**	**$0.56**	**167,370**	**D**	**Held by: Technology Leaders II L.P.**
Common Stock	**01/22/03**		**S**		**111**	**D**	**$0.56**	**132,951**	**D**	**Held by: Technology Leaders II Offshore C.V.**

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).

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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. 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) Technology Leaders L.P., Technology Leaders Offshore C.V., Technology Leaders II L.P. and Technology Leaders II Offshore C.V. are members of a group for purposes of Section 13(d) and 13(g) of the Securities Exchange Act of 1934. TL Ventures Inc. is the general partner of Technology Leaders Management L.P., which is the general partner of Technology Leaders L.P. ("TL") and Technology Leaders Offshore C.V. ("TLO"). TL Ventures Inc. is the general partner of Technology Leaders II Management L.P., which is the general partner of Technology Leaders II L.P. ("TL II") and Technology Leaders II Offshore C.V. ("TLO II"). TL and TLO are venture capital funds which are required by their governing documents to make all investment, voting and disposition actions in tandem. TL II and TLO II are venture capital funds which are required by their governing documents to make all investment, voting and disposition actions in tandem. TL Ventures Inc. is the designated filer of this group. Joint Filer Information (i) Name: Technology Leaders L.P. Address: c/o TL Ventures Designated Filer: TL Ventures Inc. Issuer & Ticker Symbol: USDATA Corporation (USDC) Date of Event Requiring Statement: 01/22/03 Signature: On behalf of Technology Leaders L.P., by its general partner Technology Leaders Management L.P., by its general partner TL Ventures Inc. /s/ Janet L. Stott 01/23 /03 Janet L. Stott, Controller (ii) Name: Technology Leaders Offshore C.V. Address: c/o TL Ventures Designated Filer: TL Ventures Inc. Issuer & Ticker Symbol: USDATA Corporation (USDC) Date of Event Requiring Statement: 01/22/03 Signature: On behalf of Technology Leaders Offshore C.V., by its general partner Technology Leaders Management L.P., by its general partner TL Ventures Inc. /s/ Janet L. Stott 01/23/03 Janet L. Stott, Controller (iii) Name: Technology Leaders II L.P. Address: c/o TL Ventures Designated Filer: TL Ventures Inc. Issuer & Ticker Symbol: USDATA Corporation (USDC) Date of Event Requiring Statement: 01/22/03 Signature: On behalf of Technology Leaders II L.P., by its general partner Technology Leaders II Management L.P., by its general partner TL Ventures Inc. /s/ Janet L. Stott 01/23/03 Janet L. Stott, Controller (iv) Name: Technology Leaders II Offshore C.V. Address: c/o TL Ventures Designated Filer: TL Ventures Inc. Issuer & Ticker Symbol: USDATA Corporation (USDC) Date of Event Requiring Statement: 01/22/03 Signature: On behalf of Technology Leaders II Offshore C.V., by its general partner Technology Leaders II Management L.P., by its general partner TL Ventures Inc. /s/ Janet L. Stott 01/23/03 Janet L. Stott, Controller

By: /s/ **Janet L. Stott** **01/23/03**
Janet L. Stott, Controller of TL Ventures Inc. Date
**Signature of Reporting Person

**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 is insufficient, See Instruction 6 for procedure.

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