

Clark Barry E
Form 4
May 19, 2010

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 *
Clark Barry E

2. Issuer Name and Ticker or Trading Symbol
ART TECHNOLOGY GROUP INC
[ARTG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE MAIN STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Worldwide Sales

CAMBRIDGE, MA 02142

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 05/17/2010 | | M | 12,500 (1) A \$ 0 | 12,500 | D | |
| Common Stock | 05/17/2010 | | F | 4,007 (2) D \$ 3.9 | 8,493 | D | |
| Common Stock | 05/17/2010 | | M | 12,500 (1) A \$ 0 | 20,993 | D | |
| Common Stock | 05/17/2010 | | F | 4,007 (2) D \$ 3.9 | 16,986 | D | |
| Common Stock | 05/17/2010 | | M | 15,000 (1) A \$ 0 | 31,986 | D | |

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| | | | | | | | |
|--------------|------------|---|----------------------|---|--------|--------|---|
| Common Stock | 05/17/2010 | F | <u>4,808</u> (3) | D | \$ 3.9 | 27,178 | D |
| Common Stock | 05/17/2010 | M | <u>15,575</u> (1) | A | \$ 0 | 42,753 | D |
| Common Stock | 05/17/2010 | F | <u>4,992</u> (4) | D | \$ 3.9 | 37,761 | D |
| Common Stock | 05/17/2010 | M | <u>5,000</u> (1) | A | \$ 0 | 42,761 | D |
| Common Stock | 05/17/2010 | F | <u>1,603</u> (5) | D | \$ 3.9 | 41,158 | D |
| Common Stock | 05/17/2010 | M | <u>16,250</u> (1) | A | \$ 0 | 57,408 | D |
| Common Stock | 05/17/2010 | F | <u>5,209</u> (6) | D | \$ 3.9 | 52,199 | D |
| Common Stock | 05/17/2010 | M | <u>14,950</u> (1) | A | \$ 0 | 67,149 | D |
| Common Stock | 05/17/2010 | F | <u>4,792</u> (7) | D | \$ 3.9 | 62,357 | D |

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

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SEC 1474
(9-02)

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (8) | 05/17/2010 | | M | 12,500 | (9) (9) | Common Stock | 50,000 |
| Restricted Stock Units | (8) | 05/17/2010 | | M | 12,500 | (10) (10) | Common Stock | 50,000 |

| | | | | | | | | |
|------------------------------|------------|------------|---|--------|-------------|-------------|-----------------|--------|
| Restricted Stock Units | <u>(8)</u> | 05/17/2010 | M | 15,000 | <u>(11)</u> | <u>(11)</u> | Common Stock | 60,000 |
| Restricted Stock Units | <u>(8)</u> | 05/17/2010 | M | 15,575 | <u>(12)</u> | <u>(12)</u> | Common Stock | 62,300 |
| Restricted Stock Units | <u>(8)</u> | 05/17/2010 | M | 5,000 | <u>(13)</u> | <u>(13)</u> | Common Stock | 20,000 |
| Restricted Stock Units | <u>(8)</u> | 05/17/2010 | M | 16,250 | <u>(13)</u> | <u>(13)</u> | Common Stock | 65,000 |
| Restricted Stock Units | <u>(8)</u> | 05/17/2010 | M | 14,950 | <u>(14)</u> | <u>(14)</u> | Common Stock | 59,800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clark Barry E ONE MAIN STREET CAMBRIDGE, MA 02142 | | | SVP, Worldwide Sales | |

Signatures

/s/ Jeffrey T. Kowalski, by Power of
Attorney

05/19/2010

**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).
- (1) Represents shares issued upon the vesting of restricted stock units.
 - (2) 4,007 shares of Art Technology Group, Inc. common stock were automatically withheld at vesting to cover required tax withholdings, this disposition is exempt from Rule 16b-3.
 - (3) 4,808 shares of Art Technology Group, Inc. common stock were automatically withheld at vesting to cover required tax withholdings, this disposition is exempt from Rule 16b-3.
 - (4) 4,992 shares of Art Technology Group, Inc. common stock were automatically withheld at vesting to cover required tax withholdings, this disposition is exempt from Rule 16b-3.
 - (5) 1,603 shares of Art Technology Group, Inc. common stock were automatically withheld at vesting to cover required tax withholdings, this disposition is exempt from Rule 16b-3.
 - (6) 5,209 shares of Art Technology Group, Inc. common stock were automatically withheld at vesting to cover required tax withholdings, this disposition is exempt from Rule 16b-3.
 - (7) 4,792 shares of Art Technology Group, Inc. common stock were automatically withheld at vesting to cover required tax withholdings, this disposition is exempt from Rule 16b-3.

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- (8) Each restricted stock unit represents a contingent right to receive one share of Art Technology Group, Inc. common stock.
- (9) The restricted stock units vest in four equal annual installments beginning May 12, 2008 for the first annual vest, May 12, 2009 for the second annual vest, May 17, 2010 for the third annual vest and May 12, 2011 for the fourth annual vest.
- The number of restricted stock units that may vest is determined by the performance metrics set forth in the applicable restricted stock unit agreement. Of that subset of restricted stock units that may vest, the restricted stock units vest in four equal annual installments beginning May 12, 2008 for the first annual vest, May 12, 2009 for the second annual vest, May 17, 2010 for the third annual vest and May 12, 2011 for the fourth annual vest; provided, however, that additional performance metrics set forth in the applicable restricted stock unit agreement may trigger immediate vesting in full.
- (10) The restricted stock units vest in four equal annual installments beginning March 6, 2009 for the first annual vest, May 17, 2010 for the second annual vest, March 6, 2011 for the third annual vest and March 6, 2012 for the fourth annual vest.
- The number of restricted stock units that may vest is determined by the performance metrics set forth in the applicable restricted stock unit agreement. Of that subset of restricted stock units that may vest, the restricted stock units vest in four equal annual installments beginning March 6, 2009 for the first annual vest, May 17, 2010 for the second annual vest, March 6, 2011 for the third annual vest and March 6, 2012 for the fourth annual vest; provided, however, that additional performance metrics set forth in the applicable restricted stock unit agreement may trigger immediate vesting in full.
- (11) The restricted stock units vest in four equal annual installments beginning May 17, 2010 for the first annual vest, March 6, 2011 for the second annual vest, March 6, 2012 for the third annual vest and March 6, 2013 for the fourth annual vest.
- The number of restricted stock units that may vest is determined by the performance metrics set forth in the applicable restricted stock unit agreement. Of that subset of restricted stock units that may vest, the restricted stock units vest in four equal annual installments beginning May 17, 2010 for the first annual vest, March 6, 2011 for the second annual vest, March 6, 2012 for the third annual vest and March 6, 2013 for the fourth annual vest; provided, however, that additional performance metrics set forth in the applicable restricted stock unit agreement may trigger immediate vesting in full.
- (12) The restricted stock units vest in four equal annual installments beginning May 17, 2010 for the first annual vest, March 6, 2011 for the second annual vest, March 6, 2012 for the third annual vest and March 6, 2013 for the fourth annual vest; provided, however, that additional performance metrics set forth in the applicable restricted stock unit agreement may trigger immediate vesting in full.
- (13) The restricted stock units vest in four equal annual installments beginning May 17, 2010 for the first annual vest, March 6, 2011 for the second annual vest, March 6, 2012 for the third annual vest and March 6, 2013 for the fourth annual vest; provided, however, that additional performance metrics set forth in the applicable restricted stock unit agreement may trigger immediate vesting in full.
- (14) The restricted stock units vest in four equal annual installments beginning May 17, 2010 for the first annual vest, March 6, 2011 for the second annual vest, March 6, 2012 for the third annual vest and March 6, 2013 for the fourth annual vest; provided, however, that additional performance metrics set forth in the applicable restricted stock unit agreement may trigger immediate vesting in full.

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.