

ONEILL PATRICIA
Form 4
April 16, 2007

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 *
ONEILL PATRICIA

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)
04/12/2007

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

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)
Common Stock				(A) or (D)	6,380	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)

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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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to buy)	\$ 0.84					06/27/2003 03/27/2013	Common Stock	75,000
Employee Stock Option (Right to buy)	\$ 1.26					04/25/2005 01/25/2015	Common Stock	40,000
Employee Stock Option (Right to buy)	\$ 1.5					01/25/2002 10/25/2011	Common Stock	25,000
Employee Stock Option (Right to buy)	\$ 1.57					04/30/2004 01/30/2014	Common Stock	80,000
Employee Stock Option (Right to buy)	\$ 2.13					02/03/2002 08/03/2011	Common Stock	20,000
Employee Stock Option (Right to buy)	\$ 2.24					07/21/2003 07/21/2013	Common Stock	16,667
Employee Stock Option (Right to buy)	\$ 2.93					05/28/2006 ⁽¹⁾ 02/28/2016	Common Stock	60,000
	\$ 4.7812					07/09/2001 04/09/2011		10,500

Employee Stock Option (Right to buy)								Common Stock	
Employee Stock Option (Right to buy)	\$ 9.31				12/31/2001	05/02/2011		Common Stock	2,000
Employee Stock Option (Right to buy)	\$ 51.6875				05/19/2001	05/19/2010		Common Stock	42,200
Restricted stock units	(2)	04/12/2007	A	30,000	(3)	(3)		Common Stock	30,000
Restricted stock units	(2)	04/12/2007	A	30,000	(4)	(4)		Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ONEILL PATRICIA ONE MAIN STREET CAMBRIDGE, MA 02142			SVP, Human Resources	

Signatures

/s/Jeffrey T Kowalski by Power of Attorney
04/16/2007

**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) 6.25% of the Options are exercisable quarterly from the grant date.
- (2) Each restricted stock unit represents a contingent right to receive one share of Art Technology Group, Inc. common stock.
- (3) The restricted stock units vest in four equal annual installments beginning May 12, 2008 and annually thereafter.

- 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 and annually thereafter; provided, however, that additional performance metrics set forth in the applicable restricted stock unit agreement may trigger immediate vesting in full.
- (4)

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.