

Volpe Kenneth Z
Form 4
January 06, 2011

FORM 4

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

OMB APPROVAL

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Check this 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 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 *
Volpe Kenneth Z

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)
01/05/2011

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
SVP, PRODUCTS AND TECHNOLOGY

CAMBRIDGE, MA 02142

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 Ownership (Instr. 4)
				(A) or (D)	Price		
COMMON STOCK	01/05/2011		D	115,180	D 0	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	18,750	(2) (2)	COMMON STOCK
RESTRICTED STOCK UNIT	(3)	01/05/2011		D	6,250	(4) (4)	COMMON STOCK
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	22,250	(5) (5)	COMMON STOCK
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	15,000	(6) (6)	COMMON STOCK
RESTRICTED STOCK UNIT	(3)	01/05/2011		D	15,000	(4) (4)	COMMON STOCK
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	24,375	(6) (6)	COMMON STOCK
RESTRICTED STOCK UNIT	(3)	01/05/2011		D	24,375	(4) (4)	COMMON STOCK
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	44,850	(7) (7)	COMMON STOCK
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	7,500	(6) (6)	COMMON STOCK
RESTRICTED STOCK UNIT	(3)	01/05/2011		D	7,500	(4) (4)	COMMON STOCK
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	27,500	(6) (6)	COMMON STOCK
RESTRICTED STOCK UNIT	(3)	01/05/2011		D	27,500	(4) (4)	COMMON STOCK
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	27,500	(6) (6)	COMMON STOCK
RESTRICTED STOCK UNIT	(3)	01/05/2011		D	27,500	(4) (4)	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 2.93	01/05/2011		D	76,409	(8) 02/28/2016	COMMON STOCK

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EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 4.7812	01/05/2011	D	1,047	<u>(8)</u>	04/09/2011	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 4.7812	01/05/2011	D	7,219	<u>(8)</u>	04/09/2011	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 9.31	01/05/2011	D	2,000	<u>(8)</u>	05/02/2011	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 2.13	01/05/2011	D	14,998	<u>(8)</u>	08/03/2011	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 2.93	01/05/2011	D	53,591	<u>(8)</u>	02/28/2016	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 3.9	01/05/2011	D	1,251	<u>(8)</u>	01/08/2012	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 3.9	01/05/2011	D	2,749	<u>(8)</u>	01/08/2012	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 0.91	01/05/2011	D	26,250	<u>(8)</u>	04/21/2013	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 1.63	01/05/2011	D	22,500	<u>(8)</u>	11/13/2013	COMMON STOCK
	\$ 1.63	01/05/2011	D	7,500	<u>(8)</u>	11/13/2013	

EMPLOYEE STOCK OPTION (RIGHT TO BUY)							COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 1.57	01/05/2011	D	40,625	<u>(8)</u>	01/30/2014	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 1.57	01/05/2011	D	9,375	<u>(8)</u>	01/30/2014	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 1.26	01/05/2011	D	82,693	<u>(8)</u>	01/25/2015	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 1.26	01/05/2011	D	17,307	<u>(8)</u>	01/25/2015	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Volpe Kenneth Z ONE MAIN STREET CAMBRIDGE, MA 02142			SVP, PRODUCTS AND TECHNOLOGY	

Signatures

/s/ Jeffrey T. Kowalski, by Power of Attorney
01/06/2011

**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) Pursuant to the Agreement and Plan of Merger between Art Technology Group, Oracle Corporation and Amsterdam Acquisition Sub Corporation dated November 2, 2010 (the "Merger Agreement"), each share of Art Technology Group common stock was exchanged for \$6.00 in cash, without interest and less any applicable withholding taxes.

(2)

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In connection with the achievement of certain performance goals by the issuer during 2010, 6,250 of the restricted stock units became fully vested. Pursuant to the terms of a change in control agreement between the issuer and the reporting person, 50% of the remaining unvested restricted stock units accelerated and became fully vested as of the closing of the merger. All of the vested restricted stock units were converted into the right to receive \$6.00 in cash, without interest and less any applicable withholding taxes.

- (3) Pursuant to the Merger Agreement, each unvested restricted stock unit was assumed by Oracle Corporation and converted into a restricted stock unit for 0.1909 shares of Oracle Corporation common stock.
- (4) The restricted stock units assumed by Oracle Corporation will continue to vest in equal annual installments.
- (5) In connection with the achievement of certain performance goals by the issuer during 2010, all of the restricted stock units became fully vested. As of the closing of the merger all of the vested restricted stock units were converted into the right to receive \$6.00 in cash, without interest and less any applicable withholding taxes.
- (6) Pursuant to the terms of a change in control agreement between the issuer and the reporting person, 50% of the restricted stock units accelerated and became fully vested as of the closing of the merger and were converted into the right to receive \$6.00 in cash, without interest and less any applicable withholding taxes.
- (7) In connection with the achievement of certain performance goals by the issuer during 2010, all of the restricted stock units became fully vested. As of the closing of the merger all of the vested restricted stock units were converted into the right to receive \$6.00 in cash, without interest and less any applicable withholding taxes.
- (8) This option is fully vested.
- (9) Pursuant to the Merger Agreement, the stock option was assumed by Oracle in the merger and replaced with an option to purchase 14,586 shares of Oracle common stock for \$14.72 per share.
- (10) Pursuant to the Merger Agreement, the stock option was assumed by Oracle in the merger and replaced with an option to purchase 199 shares of Oracle common stock for \$25.05 per share.
- (11) Pursuant to the Merger Agreement, the stock option was assumed by Oracle in the merger and replaced with an option to purchase 1,378 shares of Oracle common stock for \$25.05 per share.
- (12) Pursuant to the Merger Agreement, the stock option was assumed by Oracle in the merger and replaced with an option to purchase 381 shares of Oracle common stock for \$48.77 per share.
- (13) Pursuant to the Merger Agreement, the stock option was assumed by Oracle in the merger and replaced with an option to purchase 2,863 shares of Oracle common stock for \$11.16 per share.
- (14) Pursuant to the Merger Agreement, the stock option was assumed by Oracle in the merger and replaced with an option to purchase 10,230 shares of Oracle common stock for \$15.35 per share.
- (15) Pursuant to the Merger Agreement, the stock option was assumed by Oracle in the merger and replaced with an option to purchase 238 shares of Oracle common stock for \$20.43 per share.
- (16) Pursuant to the Merger Agreement, the stock option was assumed by Oracle in the merger and replaced with an option to purchase 524 shares of Oracle common stock for \$20.43 per share.
- (17) Pursuant to the Merger Agreement, the stock option was assumed by Oracle in the merger and replaced with an option to purchase 5,011 shares of Oracle common stock for \$4.77 per share.
- (18) Pursuant to the Merger Agreement, the stock option was assumed by Oracle in the merger and replaced with an option to purchase 4,295 shares of Oracle common stock for \$8.54 per share.
- (19) Pursuant to the Merger Agreement, the stock option was assumed by Oracle in the merger and replaced with an option to purchase 1,431 shares of Oracle common stock for \$8.54 per share.
- (20) Pursuant to the Merger Agreement, the stock option was assumed by Oracle in the merger and replaced with an option to purchase 7,755 shares of Oracle common stock for \$8.22 per share.
- (21) Pursuant to the Merger Agreement, the stock option was assumed by Oracle in the merger and replaced with an option to purchase 1,789 shares of Oracle common stock for \$8.22 per share.
- (22) Pursuant to the Merger Agreement, the stock option was assumed by Oracle in the merger and replaced with an option to purchase 15,786 shares of Oracle common stock for \$6.60 per share.
- (23) Pursuant to the Merger Agreement, the stock option was assumed by Oracle in the merger and replaced with an option to purchase 3,303 shares of Oracle common stock for \$6.60 per share.

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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