

BURKE ROBERT D
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 *
BURKE ROBERT D

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 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
COMMON STOCK	01/05/2011		D		1,165,887	D	0

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

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(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	75,000	(2) (2)	COMMON STOCK
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	100,000	(3) (3)	COMMON STOCK
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	103,500	(4) (4)	COMMON STOCK
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	112,500	(3) (3)	COMMON STOCK
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	30,000	(3) (3)	COMMON STOCK
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	125,000	(3) (3)	COMMON STOCK
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	125,000	(3) (3)	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 3.66	01/05/2011		D	39,822	(5) 03/24/2018	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 3.66	01/05/2011		D	35,178	(5) 03/24/2018	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURKE ROBERT D ONE MAIN STREET CAMBRIDGE, MA 02142	X		President and CEO	

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).

Pursuant to the Agreement and Plan of Merger between Art Technology Group, Oracle Corporation and Amsterdam Acquisition Sub
(1) 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.

In connection with the achievement of certain performance goals by the issuer during 2010, 50,000 of the restricted stock units became fully vested. Pursuant to the terms of an employment agreement between the issuer and the reporting person, 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.
(2)

Pursuant to the terms of an employment agreement between the issuer and the reporting person, all of the 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)

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.
(4)

Pursuant to the terms of an employment agreement between the issuer and the reporting person, the option became fully vested as of the closing of the merger.
(5)

Pursuant to the Merger Agreement, the stock option was assumed by Oracle in the merger and replaced with an option to purchase 7,602 shares of Oracle common stock for \$19.17 per share.
(6)

Pursuant to the Merger Agreement, the stock option was assumed by Oracle in the merger and replaced with an option to purchase 6,715 shares of Oracle common stock for \$19.17 per share.
(7)

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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