

BURKE ROBERT D
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 *
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)
05/17/2010

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 05/17/2010 | | M | | 25,000 (1) \$ 0 | D | |
| Common Stock | 05/17/2010 | | F | | 7,938 (2) \$ 3.9 | D | |
| Common Stock | 05/17/2010 | | M | | 50,000 (1) \$ 0 | D | |
| Common Stock | 05/17/2010 | | F | | 15,875 (3) \$ 3.9 | D | |
| Common Stock | 05/17/2010 | | M | | 50,000 (1) \$ 0 | D | |

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| | | | | | | | |
|--------------|------------|---|----------------------|---|--------|---------|---|
| Common Stock | 05/17/2010 | F | <u>15,875</u> (3) | D | \$ 3.9 | 250,480 | D |
| Common Stock | 05/17/2010 | M | <u>10,000</u> (1) | A | \$ 0 | 260,480 | D |
| Common Stock | 05/17/2010 | F | <u>3,175</u> (4) | D | \$ 3.9 | 257,305 | D |
| Common Stock | 05/17/2010 | M | <u>37,500</u> (1) | A | \$ 0 | 294,805 | D |
| Common Stock | 05/17/2010 | F | <u>11,907</u> (5) | D | \$ 3.9 | 282,898 | D |
| Common Stock | 05/17/2010 | M | <u>34,500</u> (1) | A | \$ 0 | 317,398 | D |
| Common Stock | 05/17/2010 | F | <u>10,954</u> (6) | D | \$ 3.9 | 306,444 | D |

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)

| 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 | <u>(7)</u> | 05/17/2010 | | M | 25,000 | <u>(8)</u> <u>(8)</u> | Common Stock | 100,000 |
| Restricted Stock Units | <u>(7)</u> | 05/17/2010 | | M | 50,000 | <u>(9)</u> <u>(9)</u> | Common Stock | 200,000 |
| Restricted Stock Units | <u>(7)</u> | 05/17/2010 | | M | 50,000 | <u>(10)</u> <u>(10)</u> | Common Stock | 200,000 |
| Restricted Stock Units | <u>(7)</u> | 05/17/2010 | | M | 10,000 | <u>(11)</u> <u>(11)</u> | Common Stock | 40,000 |

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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 (12) 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.

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