

Bradley Julie MB  
Form 4  
January 06, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Bradley Julie MB

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)  
CHIEF FINANCIAL OFFICER

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| COMMON STOCK                    | 01/05/2011                           |  | D                              | 253,314   | 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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| RESTRICTED STOCK UNIT                      | \$ 0   | 01/05/2011                           |  | D                              | 15,000  | (2) (2)  | COMMON STOCK 80,000   |
| RESTRICTED STOCK UNIT                      | (3)  | 01/05/2011                           |  | D                              | 5,000   | (4) (4)  | COMMON STOCK 80,000   |
| RESTRICTED STOCK UNIT                      | \$ 0   | 01/05/2011                           |  | D                              | 15,000  | (5) (5)  | COMMON STOCK 60,000   |
| RESTRICTED STOCK UNIT                      | (3)  | 01/05/2011                           |  | D                              | 15,000  | (4) (4)  | COMMON STOCK 60,000   |
| RESTRICTED STOCK UNIT                      | \$ 0   | 01/05/2011                           |  | D                              | 22,250  | (6) (6)  | COMMON STOCK 44,500   |
| RESTRICTED STOCK UNIT                      | \$ 0   | 01/05/2011                           |  | D                              | 44,850  | (6) (6)  | COMMON STOCK 59,800   |
| RESTRICTED STOCK UNIT                      | \$ 0   | 01/05/2011                           |  | D                              | 7,500   | (5) (5)  | COMMON STOCK 20,000   |
| RESTRICTED STOCK UNIT                      | (3)  | 01/05/2011                           |  | D                              | 7,500   | (4) (4)  | COMMON STOCK 20,000   |
| RESTRICTED STOCK UNIT                      | \$ 0   | 01/05/2011                           |  | D                              | 24,375  | (5) (5)  | COMMON STOCK 65,000   |
| RESTRICTED STOCK UNIT                      | (3)  | 01/05/2011                           |  | D                              | 24,375  | (4) (4)  | COMMON STOCK 65,000   |
| RESTRICTED STOCK UNIT                      | \$ 0   | 01/05/2011                           |  | D                              | 32,500  | (5) (5)  | COMMON STOCK 65,000   |
| RESTRICTED STOCK UNIT                      | (3)  | 01/05/2011                           |  | D                              | 32,500  | (4) (4)  | COMMON STOCK 65,000   |
| RESTRICTED STOCK UNIT                      | \$ 0   | 01/05/2011                           |  | D                              | 32,500  | (5) (5)  | COMMON STOCK 65,000   |
| RESTRICTED STOCK UNIT                      | (3)  | 01/05/2011                           |  | D                              | 32,500  | (4) (4)  | COMMON STOCK 65,000   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director      10% Owner      Officer      Other

Bradley Julie MB  
ONE MAIN STREET  
CAMBRIDGE, MA 02142

CHIEF  
FINANCIAL  
OFFICER

## 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, 10,000 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.
- (2)
  - (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.
- Pursuant to the terms of a change in control agreement between the issuer and the reporting person, 50% of the restricted stock units
- (5) 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.
  - (6) 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.

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.