

Reynolds Andrew
Form 4
January 06, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Reynolds Andrew

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) _____ Other (specify below)
SVP CORPORATE DEVELOPMENT

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 | 141,768 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 | 9,375 | (2) (2) | COMMON STOCK |
| RESTRICTED STOCK UNIT | (3) | 01/05/2011 | | D | 9,375 | (4) (4) | COMMON STOCK |
| RESTRICTED STOCK UNIT | \$ 0 | 01/05/2011 | | D | 12,500 | (2) (2) | COMMON STOCK |
| RESTRICTED STOCK UNIT | (3) | 01/05/2011 | | D | 12,500 | (4) (4) | COMMON STOCK |
| RESTRICTED STOCK UNIT | \$ 0 | 01/05/2011 | | D | 17,800 | (5) (5) | COMMON STOCK |
| RESTRICTED STOCK UNIT | \$ 0 | 01/05/2011 | | D | 7,500 | (2) (2) | COMMON STOCK |
| RESTRICTED STOCK UNIT | (3) | 01/05/2011 | | D | 7,500 | (4) (4) | COMMON STOCK |
| RESTRICTED STOCK UNIT | \$ 0 | 01/05/2011 | | D | 24,375 | (2) (2) | 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 | (5) (5) | COMMON STOCK |
| RESTRICTED STOCK UNIT | \$ 0 | 01/05/2011 | | D | 27,500 | (2) (2) | 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 | (2) (2) | COMMON STOCK |
| RESTRICTED STOCK UNIT | (3) | 01/05/2011 | | D | 27,500 | (4) (4) | COMMON STOCK |
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | \$ 2.99 | 01/05/2011 | | D | 23,438 | (6) 07/23/2017 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Reynolds Andrew ONE MAIN STREET CAMBRIDGE, MA 02142 | | | SVP CORPORATE DEVELOPMENT | |

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 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.

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.

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.

The restricted stock units were assumed by Oracle Corporation and will continue to vest in equal annual installments.

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.

Pursuant to an agreement between the issuer and the reporting person, 50% of the unvested stock options held by the reporting person as of the closing of the merger accelerated and became fully vested. The remaining unvested stock options under this award are exercisable at a rate of 6.25% per quarter.

Pursuant to the Merger Agreement, this stock option was assumed by Oracle in merger and replaced with an option to purchase 4,474 shares of Oracle common stock for \$15.66 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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