

BURKE ROBERT D
 Form 4
 May 19, 2010

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

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)
05/17/2010

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

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/17/2010		M		25,000 (1) A \$ 0	190,168	D
Common Stock	05/17/2010		F		7,938 (2) D \$ 3.9	182,230	D
Common Stock	05/17/2010		M		50,000 (1) A \$ 0	232,230	D
Common Stock	05/17/2010		F		15,875 (3) D \$ 3.9	216,355	D
Common Stock	05/17/2010		M		50,000 (1) A \$ 0	266,355	D

Edgar Filing: BURKE ROBERT D - Form 4

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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

Edgar Filing: BURKE ROBERT D - Form 4

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.

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.