Volpe Kenneth Z Form 4 May 24, 2010

# FORM 4

Section 16.

Form 4 or

Form 5

# OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

# Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: 3235-0287 Expires: January 31, 2005

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SECURITIES

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obligations may continue. See Instruction See

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Volpe Kenneth Z Issuer Symbol ART TECHNOLOGY GROUP INC (Check all applicable) [ARTG] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) below) ONE MAIN STREET 05/24/2010 SVP, Products and Technology (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

CAMBRIDGE, MA 02142

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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)

Person

Form filed by More than One Reporting

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. 1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	<b>Underlying Securities</b>	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

#### Edgar Filing: Volpe Kenneth Z - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of					(I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	05/24/2010		A		55,000		(2)	(2)	Common Stock	55,000	
Restricted Stock Units	<u>(1)</u>	05/24/2010		A		55,000		(3)	(3)	Common Stock	55,000	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Volpe Kenneth Z ONE MAIN STREET CAMBRIDGE, MA 02142

SVP, Products and Technology

### **Signatures**

/s/ Jeffrey T. Kowalski, by Power of Attorney

05/24/2010

\*\*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).
- (1) Each restricted stock unit represents a contingent right to receive one share of Art Technology Group, Inc. common stock.
- (2) The restricted stock units vest in four equal annual installments beginning March 6, 2011 and annually thereafter.
- 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 beginning March 6, 2011 for the first annual vest and annually thereafter; 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.

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