

Clark Barry E
Form 4
August 04, 2010

FORM 4

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

OMB APPROVAL

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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 *
Clark Barry E

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)
08/02/2010

____ Director
 Officer (give title below) _____ Other (specify below)
SVP, Worldwide Sales

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 ⁽¹⁾ | 08/02/2010 | | S | | 16,986 ⁽²⁾ | D | Indirect Beneficial Ownership (Instr. 4) |
| | | | | | \$ 3.6216 ⁽³⁾ | | |
| Common Stock ⁽¹⁾ | 08/02/2010 | | S | | 20,775 ⁽²⁾ | D | Indirect Beneficial Ownership (Instr. 4) |
| | | | | | \$ 3.6139 ⁽⁴⁾ | | |
| Common Stock ⁽¹⁾ | 08/02/2010 | | S | | 24,596 ⁽²⁾ | D | Indirect Beneficial Ownership (Instr. 4) |
| | | | | | \$ 3.6035 ⁽⁵⁾ | 0 | |
| Common Stock ⁽⁶⁾ | 08/02/2010 | | M | | 48,116 | A | Direct Ownership (Instr. 4) |
| | | | | | \$ 1.26 | 48,116 | |

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| | | | | | | | |
|-------------------------|------------|---|--------|---|------------|--------|---|
| Common Stock <u>(7)</u> | 08/02/2010 | S | 48,116 | D | \$ 3.5912 | 0 | D |
| | | | | | <u>(8)</u> | | |
| Common Stock <u>(6)</u> | 08/02/2010 | M | 36,035 | A | \$ 1.45 | 36,035 | D |
| Common Stock <u>(7)</u> | 08/02/2010 | S | 36,035 | D | \$ 3.6031 | 0 | D |
| | | | | | <u>(9)</u> | | |

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.

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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) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Employee Stock Option <u>(6)</u> | \$ 1.26 | 08/02/2010 | | M | 48,116 | 01/25/2006 | 01/24/2015 | Common Stock | 100,000 |
| Employee Stock Option <u>(6)</u> | \$ 1.45 | 08/02/2010 | | M | 36,035 | 05/19/2005 | 02/18/2014 | Common Stock | 240,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clark Barry E ONE MAIN STREET CAMBRIDGE, MA 02142 | | | SVP, Worldwide Sales | |

Signatures

/s/ Jeffrey T. Kowalski, by Power of Attorney
08/04/2010

__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) Sale is pursuant to a 10b5-1 plan.
- (2) Represents shares issued upon the vesting of restricted stock units.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$3.67 and the lowest price at which the shares were sold was \$3.565.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$3.67 and the lowest price at which the shares were sold was \$3.555.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$3.665 and the lowest price at which the shares were sold was \$3.55.
- (6) Options exercised pursuant to a 10b5-1 plan
- (7) Options sold pursuant to a 10b5-1 plan.
- (8) Represents the weighted average sale price. The highest price at which shares were sold was \$3.655 and the lowest price at which the shares were sold was \$3.55.
- (9) Represents the weighted average sale price. The highest price at which shares were sold was \$3.655 and the lowest price at which the shares were sold was \$3.55.

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.