McEvoy David Form 4 January 06, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

See Instruction 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 McEvoy David 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) ONE MAIN STREET 01/05/2011 **SVP & GENERAL COUNSEL** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

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 Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Direct (D) Ownership (Instr. 8) Owned Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price

COMMON STOCK

01/05/2011

D 152,747 D (1) 0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Transactic Code (Instr. 8)	5. Number of or 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	A or N
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	2,000	(2)	(2)	COMMON STOCK	1
RESTRICTED STOCK UNIT	(3)	01/05/2011		D	2,000	<u>(4)</u>	<u>(4)</u>	COMMON STOCK	1
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	17,800	<u>(5)</u>	<u>(5)</u>	COMMON STOCK	3
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	10,000	(2)	(2)	COMMON STOCK	4
RESTRICTED STOCK UNIT	<u>(3)</u>	01/05/2011		D	10,000	<u>(4)</u>	<u>(4)</u>	COMMON STOCK	4
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	16,875	(2)	(2)	COMMON STOCK	4
RESTRICTED STOCK UNIT	(3)	01/05/2011		D	16,875	<u>(4)</u>	<u>(4)</u>	COMMON STOCK	4
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	7,500	(2)	(2)	COMMON STOCK	2
RESTRICTED STOCK UNIT	<u>(3)</u>	01/05/2011		D	7,500	<u>(4)</u>	<u>(4)</u>	COMMON STOCK	2
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	31,050	(5)	(5)	COMMON STOCK	4
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	25,000	(2)	(2)	COMMON STOCK	5
RESTRICTED STOCK UNIT	(3)	01/05/2011		D	25,000	<u>(4)</u>	<u>(4)</u>	COMMON STOCK	5
RESTRICTED STOCK UNIT	\$ 0	01/05/2011		D	25,000	(2)	(2)	COMMON STOCK	5
RESTRICTED STOCK UNIT	(3)	01/05/2011		D	25,000	<u>(4)</u>	<u>(4)</u>	COMMON STOCK	5
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 3	01/05/2011		D	13,125	<u>(6)</u>	07/19/2017	COMMON STOCK	1

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McEvoy David ONE MAIN STREET

SVP & GENERAL COUNSEL

CAMBRIDGE, MA 02142

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.
- 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.
- (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.
- In connection with the achievement of certain performance goals by the issuer during 2010, all of the restricted stock units became fully (5) 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 (6) 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.
- (7) Pursuant to the Merger Agreement, each stock option was assumed by Oracle in the merger and replaced with an option to purchase 2,505 shares of Oracle common stock for \$15.72 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. 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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