

ONEILL PATRICIA
Form 4
December 16, 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 *
ONEILL PATRICIA

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)
12/14/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP HUMAN RESOURCES

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
COMMON STOCK	12/14/2010		M		1,341	A	\$ 4.7812
COMMON STOCK	12/14/2010		F		1,073	D	\$ 5.98
COMMON STOCK	12/14/2010		M		4,688	A	\$ 0.84
COMMON STOCK	12/14/2010		F		659	D	\$ 5.98
COMMON STOCK	12/14/2010		M		4,167	A	\$ 2.24
COMMON STOCK	12/14/2010						
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COMMON STOCK	12/14/2010	F	1,561	D	\$ 5.98	48,191	D
COMMON STOCK	12/14/2010	M	65,000	A	\$ 1.57	113,191	D
COMMON STOCK	12/14/2010	F	17,066	D	\$ 5.98	96,125	D
COMMON STOCK	12/14/2010	M	40,000	A	\$ 1.26	136,125	D
COMMON STOCK	12/14/2010	F	8,429	D	\$ 5.98	127,696	D
COMMON STOCK	12/14/2010	M	60,000	A	\$ 2.93	187,696	D
COMMON STOCK	12/14/2010	F	29,398	D	\$ 5.98	158,298	D
COMMON STOCK	12/14/2010	M	9,159	A	\$ 4.7812	167,457	D
COMMON STOCK	12/14/2010	F	8,090	D	\$ 5.98	159,367	D
COMMON STOCK	12/14/2010	M	32,812	A	\$ 0.84	192,179	D
COMMON STOCK	12/14/2010	F	16,384	D	\$ 5.98	175,795	D
COMMON STOCK	12/14/2010	M	12,500	A	\$ 2.24	188,295	D
COMMON STOCK	12/14/2010	F	7,947	D	\$ 5.98	180,348	D
COMMON STOCK	12/14/2010	M	15,000	A	\$ 1.57	195,348	D
COMMON STOCK	12/14/2010	F	8,557	D	\$ 5.98	186,791	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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	An or No of
	Code	V	(A)	(D)				
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 4.7812	12/14/2010	M	1,341	04/09/2001	04/09/2011	COMMON STOCK	1
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 0.84	12/14/2010	M	4,688	03/27/2003	03/27/2013	COMMON STOCK	4
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 2.24	12/14/2010	M	4,167	07/21/2004	07/21/2014	COMMON STOCK	4
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 1.57	12/14/2010	M	65,000	01/30/2004	01/30/2014	COMMON STOCK	6
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 1.26	12/14/2010	M	40,000	01/25/2005	01/25/2015	COMMON STOCK	4
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 2.93	12/14/2010	M	60,000	02/28/2006	02/28/2016	COMMON STOCK	6
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 4.7812	12/14/2010	M	9,159	04/09/2001	04/09/2011	COMMON STOCK	9
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 0.84	12/14/2010	M	32,812	03/27/2003	03/27/2013	COMMON STOCK	3

EMPLOYEE
STOCK
OPTION
(RIGHT TO
BUY)

\$ 2.24

12/14/2010

M

12,500

07/21/2004

07/21/2014

COMMON
STOCK

EMPLOYEE
STOCK
OPTION
(RIGHT TO
BUY)

\$ 1.57

12/14/2010

M

15,000

01/30/2004

01/30/2014

COMMON
STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ONEILL PATRICIA ONE MAIN STREET CAMBRIDGE, MA 02142			SVP HUMAN RESOURCES	

Signatures

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

12/16/2010

**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).

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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