

McIntyre Nancy P.
Form 4
January 06, 2011

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 *
McIntyre Nancy P.

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)
01/05/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP OF MARKETING

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| COMMON STOCK | 01/05/2011 | | D | 48,820 D | 0 | 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)

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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. 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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| RESTRICTED STOCK UNIT | \$ 0 | 01/05/2011 | | D | | 27,500 | (2) (2) | COMMON STOCK |
| RESTRICTED STOCK UNIT | (3) | 01/05/2011 | | D | | 27,500 | (4) (4) | COMMON STOCK |
| RESTRICTED STOCK UNIT | \$ 0 | 01/05/2011 | | D | | 27,500 | (2) (2) | COMMON STOCK |
| RESTRICTED STOCK UNIT | (3) | 01/05/2011 | | D | | 27,500 | (4) (4) | COMMON STOCK |
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | \$ 2.21 | 01/05/2011 | | D | | 24,504 | (5) 02/17/2019 | COMMON STOCK |
| EMPLOYEE STOCK OPTION (RIGHT TO BUY) | \$ 2.21 | 01/05/2011 | | D | | 104,871 | (5) 02/17/2019 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McIntyre Nancy P. ONE MAIN STREET CAMBRIDGE, MA 02142 | | | SVP OF MARKETING | |

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).
- (1) Pursuant to the Agreement and Plan of Merger between Art Technology Group, Oracle Corporation and Amsterdam Acquisition Sub Corporation dated November 2, 2010 (the "Merger Agreement"), each share of Art Technology Group common stock was exchanged for

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\$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
- (2) 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.
- Pursuant to an agreement between the issuer and the reporting person, 50% of the unvested stock options held by the reporting person as
- (5) 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.
 - (6) Pursuant to the Merger Agreement, the stock option was assumed by Oracle in the merger and replaced with an option to purchase 4,677 shares of Oracle common stock for \$11.58 per share.
 - (7) Pursuant to the Merger Agreement, the stock option was assumed by Oracle in the merger and replaced with an option to purchase 20,019 shares of Oracle common stock for \$11.58 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.

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