

McEvoy David
Form 4
January 06, 2011

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
McEvoy David

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
____X____ Officer (give title ____ Other (specify
below) below)
SVP & GENERAL COUNSEL

CAMBRIDGE, MA 02142

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D)	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)
COMMON STOCK	01/05/2011		D	152,747	D	0	D

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)

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

Edgar Filing: McEvoy David - Form 4

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McEvoy David ONE MAIN STREET CAMBRIDGE, MA 02142			SVP & GENERAL COUNSEL	

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 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.
- 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.
- 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 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 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.
- 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.