

McEvoy David
Form 3
April 12, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â McEvoy David | | (Month/Day/Year) | ART TECHNOLOGY GROUP INC [ARTG] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | | | |
| ONE MAIN STREET | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | (Street) | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| CAMBRIDGE,Â MAÂ 02142 | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | SVP & General Counsel | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 18,216 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|---------------------------|-------------------|--------------|------------------------|---------|-------------------|---|
| Employee Stock Option | 07/19/2007 ⁽²⁾ | 07/19/2017 | Common Stock | 70,000 | \$ 3 | D | Â |
| Employee Stock Option | 02/28/2006 ⁽²⁾ | 02/28/2016 | Common Stock | 20,000 | \$ 2.93 | D | Â |
| Employee Stock Option | 09/06/2005 ⁽³⁾ | 09/06/2015 | Common Stock | 75,000 | \$ 1.02 | D | Â |
| Restricted Stock Units ⁽⁴⁾ | 04/16/2007 | Â ⁽⁵⁾ | Common Stock | 8,000 ⁽⁶⁾ | \$ 0 | D | Â |
| Restricted Stock Units ⁽⁴⁾ | 03/24/2008 | Â ⁽⁷⁾ | Common Stock | 26,700 ⁽⁸⁾ | \$ 0 | D | Â |
| Restricted Stock Units ⁽⁴⁾ | 03/24/2008 | Â ⁽⁹⁾ | Common Stock | 30,000 ⁽¹⁰⁾ | \$ 0 | D | Â |
| Restricted Stock Units ⁽⁴⁾ | 03/27/2009 | Â ⁽¹¹⁾ | Common Stock | 41,400 ⁽¹²⁾ | \$ 0 | D | Â |
| Restricted Stock Units ⁽⁴⁾ | 03/27/2009 | Â ⁽¹³⁾ | Common Stock | 45,000 | \$ 0 | D | Â |
| Restricted Stock Units ⁽⁴⁾ | 03/27/2009 | Â ⁽¹³⁾ | Common Stock | 20,000 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McEvoy David ONE MAIN STREET CAMBRIDGE, MA 02142 | Â | Â | Â SVP & General Counsel | Â |

Signatures

/s/ Jeffrey T. Kowalski, by Power of Attorney
04/12/2010

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 8,684 shares of Art Technology Group, Inc. common stock were automatically withheld at vesting from a total of 26,900 vested shares to cover required tax withholdings, this disposition is exempt from Rule 16b-3.
- (2) Options are exercisable quarterly commencing 3 months from grant date over 4 years.
- (3) Options are exercisable 25% one year from grant date and 6.25% quarterly thereafter.
- (4) Each restricted stock unit represents a contingent right to receive one share of Art Technology Group, Inc. common stock.
- (5)

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The restricted stock units vest in four equal annual installments beginning May 16, 2008 for the first annual vest date, May 16, 2009 for the second annual vest, May 17, 2010 for the third annual vest and May 16, 2011 for the fourth annual vest date.

- (6) Represents the remaining unvested Restricted Stock Units from the original grant of 16,000 on April 16, 2007.

(7) The number of restricted stock units that vest is determined by the performance metrics set forth in the applicable restricted stock unit agreement. Of that subset of restricted stock units that vest, the restricted stock units vest in four equal annual installments beginning March 6, 2009 for the first annual vest, May 17, 2010 for the second annual vest, March 6, 2011 for the third annual vest and March 6, 2012 for the fourth annual vest.

(8) The original grant of 40,000 restricted stock units on March 24, 2008 was reduced to 35,600 as determined by the performance metrics set forth in the applicable restricted stock unit agreement. These restricted stock units represent the remaining unvested restricted stock units from the original grant on March 24, 2008.

(9) The restricted stock units vest in four equal annual installments beginning March 6, 2009 for the first annual vest date, May 17, 2010 for the second annual vest, March 6, 2011 for the third annual vest and March 6, 2012 for the fourth annual vest date.

(10) Represents the remaining unvested Restricted Stock Units from the original grant of 40,000 on March 24, 2008.

(11) The number of restricted stock units that vest is determined by the performance metrics set forth in the applicable restricted stock unit agreement. Of that subset of restricted stock units that vest, the restricted stock units vest in four equal annual installments beginning May 17, 2010 for the first annual vest, March 6, 2011 for the second annual vest, March 6, 2012 for the third annual vest and March 6, 2013 for the fourth annual vest.

(12) The original grant of 45,000 restricted stock units on March 24, 2008 was reduced to 41,400 as determined by the performance metrics set forth in the applicable restricted stock unit agreement.

(13) The restricted stock units vest in four equal annual installments beginning May 17, 2010 for the first annual vest date, March 6, 2011 for the second annual vest, March 6, 2012 for the third annual vest and March 6, 2013 for the fourth annual vest date.

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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