

BURKE ROBERT D  
 Form 4  
 April 16, 2007

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**BURKE ROBERT D**

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)  
**04/12/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President and CEO**

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 80,010  | 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 | 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        | Amount |
| Employee Stock Option (Right to buy)       | \$ 1.27  |                                      |  |                     |   | 04/27/2005   | 01/27/2015  | Common Stock | 265    |
| Employee Stock Option (Right to buy)       | \$ 1.29  |                                      |  |                     |   | 12/05/2003   | 01/02/2013  | Common Stock | 400    |
| Employee Stock Option (Right to buy)       | \$ 1.44  |                                      |  |                     |   | 12/05/2003   | 12/05/2012  | Common Stock | 500    |
| Employee Stock Option (Right to buy)       | \$ 1.57  |                                      |  |                     |   | 04/30/2004   | 01/30/2014  | Common Stock | 225    |
| Employee Stock Option (Right to buy)       | \$ 2.93  |                                      |  |                     |   | 05/28/2006 <sup>(1)</sup>                                | 02/28/2016  | Common Stock | 200    |
| Restricted stock units                     | <sup>(2)</sup>   | 04/12/2007                           |  | A                   | 100,000   | <sup>(3)</sup>   | <sup>(3)</sup>  | Common Stock | 100    |
| Restricted stock units                     | <sup>(2)</sup>   | 04/12/2007                           |  | A                   | 200,000   | <sup>(4)</sup>   | <sup>(4)</sup>  | Common Stock | 200    |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| BURKE ROBERT D<br>ONE MAIN STREET<br>CAMBRIDGE, MA 02142 | X             |           | President and CEO |       |

## Signatures

/s/Jeffrey T Kowalski by Power of  
Attorney

04/16/2007

\_\_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) 6.25% of the Options are exercisable quarterly from the grant date.
- (2) Each restricted stock unit represents a contingent right to receive one share of Art Technology Group, Inc. common stock.
- (3) The restricted stock units vest in four equal annual installments beginning May 12, 2008 and annually thereafter.

- The number of restricted stock units that may vest is determined by the performance metrics set forth in the applicable restricted stock unit agreement. Of that subset of restricted stock units that may vest, the restricted stock units vest in four equal annual installments beginning May 12, 2008 and annually thereafter; provided, however, that additional performance metrics set forth in the applicable restricted stock unit agreement may trigger immediate vesting in full.
- (4)

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.