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ART TECHNOLOGY GROUP INC
 Form S-8
 November 19, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 19, 2001

REGISTRATION NO. 333-_____

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SECURITIES AND EXCHANGE COMMISSION
 Washington, D. C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
 THE SECURITIES ACT OF 1933

ART TECHNOLOGY GROUP, INC.
 (Exact name of issuer as specified in its charter)

DELAWARE
 (State or other jurisdiction of
 incorporation or organization)

04-3141918
 (I.R.S. Employer
 Identification Number)

25 FIRST STREET, CAMBRIDGE, MA
 (Address of Principal Executive Offices)

02141
 (Zip Code)

ANENDED AND RESTATED 1996 STOCK OPTION PLAN
 (Full title of the Plan)

PAUL G. SHORTHOSE
 CHIEF EXECUTIVE OFFICER
 ART TECHNOLOGY GROUP, INC.
 25 FIRST STREET
 CAMBRIDGE, MA 02141
 (Name and address of agent for service)

(617) 386-1000
 (Telephone number, including area code, of agent for service)

Title of securities to be registered	Amount to be Registered	Proposed maximum Offering price per share	Proposed maximum Aggregate offering price
Common Stock, \$0.01 par value	6,000,000 shares	\$1.78 (1)	\$10,680,000

(1) Estimated solely for the purpose of calculating the registration fee, and based upon the average of the high and low prices of the Common Stock on the Nasdaq National Market on November 12, 2001 in accordance with Rules 457(c) and 457(h) of the Securities Act of 1933, as amended.

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STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8 (File No. 333-78333) filed by the Registrant on July 20, 1999, relating to the Registrant's Amended and Restated 1996 Stock Option Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on the 15th day of November, 2001.

ART TECHNOLOGY GROUP, INC.

By: /S/ PAUL G. SHORTHOSE

Paul G. Shorthose
President and
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Art Technology Group, Inc., hereby severally constitute Joseph T. Chung, Linda Handman and Mark L. Johnson, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, any and all subsequent amendments to said Registration Statement on Form S-8, and generally to do all such things in our names and behalf in our capacities as officers and directors to enable Art Technology Group, Inc. to comply with all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act, this Registration

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Statement has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/S/ PAUL G. SHORTHOSE Paul G. Shorthose	President and Chief Executive Officer (Principal Executive Officer)	November 15, 2001
/S/ EDWARD TERINO Edward Terino	Chief Financial Officer (Principal Financial and Accounting Officer)	November 13, 2001
/S/ JEET SINGH Jeet Singh	Chief Strategy Officer and Co-Chairman of the Board	November 15, 2001
/S/ JOSEPH T. CHUNG Joseph T. Chung	Chief Technology Officer, Treasurer and Co-Chairman of the Board	November 15, 2001
/S/ SCOTT A. JONES Scott A. Jones	Director	November 13, 2001
/S/ THOMAS N. MATLACK Thomas N. Matlack	Director	November 13, 2001
/S/ ILENE H. LANG Ilene H. Lang	Director	November 13, 2001

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
4.1	Amended and Restated 1996 Stock Option Plan
5	Opinion of Hale and Dorr LLP
23.1	Consent of Arthur Andersen LLP
23.2	Consent of Hale and Dorr LLP (included in Exhibit 5)
24	Power of Attorney (included on the signature page of this Registration Statement)