

ART TECHNOLOGY GROUP INC

Form 4/A

August 19, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Bradley Julie MB2. 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)

CAMBRIDGE, MA 02142

3. Date of Earliest Transaction
(Month/Day/Year)
05/12/20084. If Amendment, Date Original
Filed(Month/Day/Year)
05/14/2008☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 (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	05/12/2008		M	Amount (1) 10,000 A	\$ 0 10,000	D	
Common Stock	05/12/2008		F	3,175 (2) D	\$ 3.3 6,825	D	
Common Stock	05/12/2008		M	10,000 (1) A	\$ 0 16,825	D	
Common Stock	05/12/2008		F	3,175 (2) D	\$ 3.3 13,650	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

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 Securities (Instr. 3 and 4)		8. De	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted stock units	(3)	05/12/2008		M		10,000		(4)	(4)	Common Stock	40,000
Restricted stock units	(3)	05/12/2008		M		10,000		(5)	(5)	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bradley Julie MB ONE MAIN STREET CAMBRIDGE, MA 02142			Chief Financial Officer	

Signatures

/s/ Jeffrey T. Kowalski, by Power of Attorney

08/19/2008

**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) Represents shares issued upon the vesting of restricted stock units.
- (2) 3,175 shares of Art Technology Group, Inc. common stock were automatically withheld at vesting to cover required tax withholding, this disposition is exempt from Rule 16b-3.
- (3) Each restricted stock unit represents a contingent right to receive one share of Art Technology Group, Inc. common stock.
- (4) The restricted stock units vest in four equal annual installments beginning May 12, 2008 and annually thereafter.
- (5) 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

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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.

Remarks:

Due to an administrative error the automatic tax withholdings on the vested restricted stock units were not previously reported

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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