

ART TECHNOLOGY GROUP INC  
Form 4  
March 09, 2006

**FORM 4**

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

OMB APPROVAL

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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

(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)  
25 FIRST STREET, 2ND FLOOR  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/09/2006

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

CAMBRIDGE, MA 02141

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  | Code V                         | Amount  |   |  |                                   |
| Common Stock                    | 03/09/2006                           |  | M                              | 10,000  | \$ 1.27   | 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 Securities (Instr. 3 and 4) |              |        |
|--|--|--------------------------------------|--|---------------------|---|--|---|--------------|--------|
|  |  |                                      |  | Code                | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount |
| Employee Stock Option (Right to buy)       | \$ 2.93  |                                      |  |                     |   | 05/28/2006 <sup>(1)</sup>                                | 02/28/2016  | Common Stock | 200,   |
| Stock Options (Right to buy)               | \$ 1.27  | 03/09/2006                           |  | M                   | 10,000  | 01/27/2005   | 01/27/2015  | Common Stock | 275,   |
| Employee Stock Option                      | \$ 1.29  |                                      |  |                     |   | 12/05/2003   | 12/05/2013  | Common Stock | 400,   |
| Employee Stock Option                      | \$ 1.45  |                                      |  |                     |   | 12/05/2003   | 12/05/2013  | Common Stock | 500,   |
| Employee Stock Option                      | \$ 1.57  |                                      |  |                     |   | 01/30/2005   | 01/30/2014  | Common Stock | 225,   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| BURKE ROBERT D<br>25 FIRST STREET<br>2ND FLOOR<br>CAMBRIDGE, MA 02141 | X             |           | President and CEO |       |

## Signatures

/s/ Jeffrey T. Kowalski by power of attorney  
03/09/2006

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) 1. 6.25% of the Options are exercisable quarterly from the grant 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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