CONNEIGHTON CLIFF

Form 4 April 16, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

CONNEIGHTON CLIFF

(Last) (First) (Middle)

(State)

ONE MAIN STREET

(Street)

CAMBRIDGE, MA 02142

(City)

2. Issuer Name and Ticker or Trading

Symbol

ART TECHNOLOGY GROUP INC [ARTG]

3. Date of Earliest Transaction

(Month/Day/Year) 04/12/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Person

5. Amount of

Securities

Director

Applicable Line)

X_ Officer (give title

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

(Zip)

Execution Date, if (Month/Day/Year) TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

4. Securities

Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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

1. Title of Derivative Security

Conversion or Exercise

(Month/Day/Year)

3. Transaction Date 3A. Deemed Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

SVP, Marketing

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

10% Owner Other (specify

7. Nature of

Ownership

(9-02)

(Instr. 4)

Indirect

Estimated average

burden hours per

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Employee Stock Option (Right to buy)	\$ 1.26				04/25/2005	01/25/2015	Common Stock	100,
Employee Stock Option (Right to buy)	\$ 1.57				04/30/2004	01/30/2014	Common Stock	80,0
Employee Stock Option (Right to buy)	\$ 1.74				12/02/2004	12/02/2013	Common Stock	220,
Employee Stock Option (Right to buy)	\$ 2.93				05/28/2006(1)	02/28/2016	Common Stock	90,0
Restricted stock units	<u>(2)</u>	04/12/2007	A	30,000	<u>(3)</u>	(3)	Common Stock	30,0
Restricted stock units	(2)	04/12/2007	A	30,000	<u>(4)</u>	<u>(4)</u>	Common Stock	30,0

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
CONNEIGHTON CLIFF ONE MAIN STREET CAMBRIDGE, MA 02142			SVP, Marketing			

Signatures

/s/Jeffrey T Kowalski by Power of	04/16/2007		
Attorney	04/10/2007		
**Signature of Reporting Person	Date		

Reporting Owners 2

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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.

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.