

ART TECHNOLOGY GROUP INC
 Form 4
 March 02, 2006

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 *
ONEILL PATRICIA

 (Last) (First) (Middle)
25 FIRST STREET, 2ND FLOOR

 (Street)
CAMBRIDGE, MA 02141

 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ART TECHNOLOGY GROUP INC [ARTG]

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2006

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
SVP, Human Resources

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | 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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SEC 1474 (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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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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 | Amount or Number of Shares |
|--------------------------------------|------------------------------|------------------|------------|---|------|---|-----|-----|---------------------------|-----------------|--------------|----------------------------|
| Employee Stock Option (Right to buy) | \$ 2.93 | 02/28/2006 | A | 60,000 | | | | | 05/28/2006 ⁽¹⁾ | 02/28/2016 | Common Stock | 60,000 |
| Employee Stock Option (Right to buy) | \$ 0.84 | | | | | | | | 06/27/2003 | 03/26/2013 | Common Stock | 75,000 |
| Employee Stock Option (Right to buy) | \$ 1.5 | | | | | | | | 01/25/2002 | 10/24/2011 | Common Stock | 25,000 |
| Employee Stock Option (Right to buy) | \$ 1.57 | | | | | | | | 04/30/2004 | 01/29/2014 | Common Stock | 80,000 |
| Employee Stock Option (Right to buy) | \$ 2.13 | | | | | | | | 02/03/2002 | 08/02/2011 | Common Stock | 20,000 |
| Employee Stock Option (Right to buy) | \$ 2.24 | | | | | | | | 07/21/2003 | 07/20/2013 | Common Stock | 16,600 |
| Employee Stock Option (Right to buy) | \$ 4.7813 | | | | | | | | 07/09/2001 | 04/08/2011 | Common Stock | 10,500 |
| Employee Stock Option (Right to buy) | \$ 9.31 | | | | | | | | 12/31/2001 | 05/01/2011 | Common Stock | 2,000 |

buy)

Employee
Stock

Option \$ 51.6875
(Right to
buy)

05/19/2001 05/18/2010

Common
Stock

7,73

Employee
Stock

Option \$ 51.6875
(Right to
buy)

05/19/2000 05/19/2010

Common
Stock

42,2

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ONEILL PATRICIA 25 FIRST STREET 2ND FLOOR CAMBRIDGE, MA 02141 | | | SVP, Human Resources | |

Signatures

/s/ Jeffrey T. Kowalski by power of
attorney

03/02/2006

__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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