

Clark Barry E
Form 4
December 16, 2010

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Clark Barry E

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)

ONE MAIN STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2010

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
c

CAMBRIDGE, MA 02142

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
COMMON STOCK	12/14/2010		M		45,920	A	\$ 2.93
COMMONSTOCK	12/14/2010		F		31,739	D	\$ 5.98
COMMONSTOCK	12/14/2010		M		48,116	A	\$ 1.26
COMMONSTOCK	12/14/2010		F		25,121	D	\$ 5.98
COMMONSTOCK	12/14/2010		M		44,080	A	\$ 2.93

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COMMONSTOCK	12/14/2010	F	21,598	D	\$ 5.98	59,658	D
COMMONSTOCK	12/14/2010	M	3,768	A	\$ 1.26	63,426	D
COMMONSTOCK	12/14/2010	F	794	D	\$ 5.98	62,632	D
COMMONSTOCK	12/14/2010	M	203,965	A	\$ 1.45	266,597	D
COMMONSTOCK	12/14/2010	F	49,457	D	\$ 5.98	217,140	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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date Date	Title
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 2.93	12/14/2010		M	45,920	02/28/2006 02/28/2016	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 1.26	12/14/2010		M	48,116	04/25/2005 04/25/2015	COMMON STOCK
EMPLOYEE STOCK OPTION (RIGHT TO BUY)	\$ 2.93	12/14/2010		M	44,080	02/28/2006 02/28/2016	COMMON STOCK
EMPLOYEE STOCK	\$ 1.26	12/14/2010		M	3,768	01/25/2005 01/25/2015	COMMON STOCK

OPTION
(RIGHT TO
BUY)

EMPLOYEE
STOCK

OPTION \$ 1.45 12/14/2010
(RIGHT TO
BUY)

M

203,965 02/19/2004 02/28/2014

COMMON
STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark Barry E ONE MAIN STREET CAMBRIDGE, MA 02142			c	

Signatures

/s/ Jeffrey T. Kowalski, by Power of Attorney 12/16/2010

__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).

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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