REGIS DANIEL C
Form 4
January 06, 2011

FORM 4

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
REGIS DANIEL C

(Last) (First) (Middle)

ONE MAIN STREET

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/05/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 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	01/05/2011		D		96,455 (1)	D	(2)	0	I	Regis Investments, L.P.

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 (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 ar Underlyin (Instr. 3 a
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
RESTRICTED STOCK UNIT	$ 0	01/05/2011		D			28,000	(3)	(3)	COMM STOC
STOCK OPTION (RIGHT TO BUY)	$ 0.56	01/05/2011		D			67,835	(4)	11/01/2014	COMM STOC
STOCK OPTION (RIGHT TO BUY)	$ 0.94	01/05/2011		D			25,000	(4)	11/01/2014	COMM STOC
STOCK OPTION (RIGHT TO BUY)	$ 1.12	01/05/2011		D			25,000	(4)	05/25/2015	COMM STOC
STOCK OPTION (RIGHT TO BUY)	$ 2.23	01/05/2011		D			25,000	(4)	05/23/2016	COMM STOC

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REGIS DANIEL C ONE MAIN STREET CAMBRIDGE, MA 02142	X			

Signatures

/s/ Jeffrey T. Kowalski, by Power of Attorney 01/06/2011

**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)

Regis Investments, L.P. is a limited partnership of which the reporting person and his wife are the only general partners, and of which the reporting person and his wife, two children and three grandchildren are the only limited partners.

(2) Pursuant to the Agreement and Plan of Merger between Art Technology Group, Oracle Corporation and Amsterdam Acquisition Sub Corporation dated November 2, 2010 (the "Merger Agreement"), each share of Art Technology Group common stock was exchanged for $6.00 in cash, without interest and less any applicable withholding taxes.

(3) Pursuant to its terms, each restricted stock unit accelerated and became fully vested as of the closing of the merger and was converted into the right to receive $6.00 in cash, without interest and less any applicable withholding taxes.

(4) This option is fully vested.

(5) Pursuant to the Merger Agreement, the vested portion of each option was converted into the right to receive an amount in cash equal to the product of the number of shares issuable upon the exercise of such option and $6.00 minus the exercise price of such option.

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.