

ART TECHNOLOGY GROUP INC
 Form 4/A
 August 19, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
CONNEIGHTON CLIFF

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)
05/12/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Marketing

CAMBRIDGE, MA 02142
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
05/14/2008

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 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 | 05/12/2008 | | M | 7,500 (1) A \$ 0 | 28,185 | D | |
| Common Stock | 05/12/2008 | | F | 2,382 (2) D \$ 3.3 | 25,803 | D | |
| Common Stock | 05/12/2008 | | M | 7,500 (1) A \$ 0 | 33,303 | D | |
| Common Stock | 05/12/2008 | | F | 2,382 (2) D \$ 3.3 | 30,921 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 (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 (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) | 8. Pr Deri Secu (Inst | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted stock units | (3) | 05/12/2008 | | M | 7,500 | (4) | (4) | Common Stock | 30,000 |
| Restricted stock units | (3) | 05/12/2008 | | M | 7,500 | (5) | (5) | Common Stock | 30,000 |

Reporting Owners

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

Signatures

/s/ Jeffrey T. Kowalski, by Power of Attorney 08/19/2008

__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) Represents shares issued upon the vesting of restricted stock units.
- (2) 2,382 shares of Art Technology Group, Inc. common stock were automatically withheld at vesting to cover required tax withholdings, this disposition is exempt from Rule 16b-3.
- (3) Each restricted stock unit represents a contingent right to receive one share of Art Technology Group, Inc. common stock.
- (4) The restricted stock units vest in four equal annual installments beginning May 12, 2008 and annually thereafter.
- (5)

Edgar Filing: ART TECHNOLOGY GROUP INC - Form 4/A

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.

Remarks:

Due to an administrative error the automatic tax withholdings on the vested restricted stock units were not previously reported

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.