LANG ILENE H Form 4 May 21, 2007

# FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

0.5

Form 5 obligations may continue.

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 See Instruction

**SECURITIES** 

response...

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burden hours per

1(b).

(Print or Type Responses)

1 Name and Address of Departing De

LANG ILENE H			2. Issuer Name and Ticker or Trading Symbol ART TECHNOLOGY GROUP INC [ARTG]				Issuer (Check all applicable)				
(Last) ONE MAIN		Middle)		of Earliest Transaction /Day/Year) 2007				X Director 10% Owner Officer (give title below) Other (specify below)			
(Street)  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				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ities Acc	Person  quired, Disposed of	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (D) (Instr. 3,	4 and (A) or	d of	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)	
Common Stock	05/17/2007			A	1,844 (1)	A	\$ 2.44	46,095	D		
Common Stock								158,150 (2) (3)	I	By husband	
Reminder: Rep	ort on a separate line	for each c	lass of secur	rities benefi	cially own	ed dir	ectly 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 orDerivative 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 of Underlying Securities (Instr. 3 and 4)		8. I De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(4)</u>	05/21/2007		A	20,000	(5)	<u>(5)</u>	Common Stock	20,000	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
LANG ILENE H						
ONE MAIN STREET	X					
CAMBRIDGE MA 02142						

## **Signatures**

/s/Jeffrey T Kowalski, by Power of Attorney 05/21/2007

\*\*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) This restricted stock will vest in equal quarterly installments over one year.
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (3) 40,000 of the total Securities are part of a firm's profit sharing/401K plan, of which the reporting person's spouse has an indirect and indeterminate beneficial interest.
- (4) Each restricted stock unit represents a contingent right to receive one share of Art Technology Group, Inc. common stock.
- (5) The restricted stock units vest in full on May 21, 2008.

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.

Reporting Owners 2