

ART TECHNOLOGY GROUP INC  
 Form 4  
 May 25, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**HELD JOHN ROBERT**

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)  
**25 FIRST STREET, 2ND FLOOR**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/23/2006**

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

**CAMBRIDGE, MA 02141**  
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 05/23/2006                           |  | A                              |   | 2,018   | A  | \$ 2.23                           |
|                                 |                                      |  |                                |   | 76,251  | D  |                                   |

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)**

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| 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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Options (Right to buy)               | \$ 1.12  |                                      |  |                                |   | 08/25/2005 <sup>(1)</sup> 07/18/2015                     | Common Stock  | 25,000                     |
| Stock Options (Right to buy)               | \$ 1.19  |                                      |  |                                |   | 06/13/2002 06/13/2012                                    | Common Stock  | 25,000                     |
| Stock Options (Right to buy)               | \$ 1.24  |                                      |  |                                |   | 01/14/2003 01/14/2013                                    | Common Stock  | 25,000                     |
| Stock Options (Right to buy)               | \$ 1.25  |                                      |  |                                |   | 05/19/2004 05/19/2014                                    | Common Stock  | 25,000                     |
| Stock Options (Right to buy)               | \$ 2.23  | 05/23/2006                           |  | A                              | 25,000  | 08/23/2006 <sup>(2)</sup> 05/23/2016                     | Common Stock  | 25,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HELD JOHN ROBERT<br>25 FIRST STREET<br>2ND FLOOR<br>CAMBRIDGE, MA 02141 | X             |           |         |       |

## Signatures

/s/ Jeffrey T. Kowalski by power of attorney 05/25/2006

\*\*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) 25% of the options shall be exercisable on August 25, 2005 and the remainder of the options shall be exercisable 25% quarterly thereafter.
- (2) Options are exercisable quarterly beginning 3 months from grant date over 2 years.

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.