

LANG ILENE H
Form 4
October 30, 2006

FORM 4

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

OMB APPROVAL

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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 *
LANG ILENE H

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)

3. Date of Earliest Transaction
(Month/Day/Year)
10/26/2006

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

ONE MAIN STREET

(Street)

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

CAMBRIDGE, MA 02142

(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 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 | 10/26/2006 | | P | 3,900 A \$ 2.31 | 103,900 (1) (2) I | | By husband |
| Common Stock | 10/26/2006 | | P | 8,000 A \$ 2.32 | 111,900 (1) (2) I | | By husband |
| Common Stock | 10/26/2006 | | P | 6,100 A \$ 2.33 | 118,000 (1) (2) I | | By husband |
| Common Stock | | | | | 44,251 | 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 of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right To Buy) | \$ 1.12 | | | | | 08/25/2005 ⁽³⁾ 07/18/2015 | 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 | | | | | 08/23/2006 ⁽⁴⁾ 05/23/2016 | Common Stock | 25,000 |

Reporting Owners

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

Signatures

/s/ Jeffrey T. Kowalski, by power of
attorney

10/30/2006

__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) 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.
- (2) 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.
- (3) 25% of the options shall be exercisable on August 25, 2005 and the remainder of the options shall be exercisable 25% quarterly thereafter.
- (4) 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.