

Ulta Salon, Cosmetics & Fragrance, Inc.

Form 4

September 27, 2011

FORM 4**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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GUTTMAN ROBERT S

2. Issuer Name **and** Ticker or Trading
Symbol
**Ulta Salon, Cosmetics & Fragrance,
Inc. [ULTA]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**1000 REMINGTON BLVD., SUITE
120**

3. Date of Earliest Transaction
(Month/Day/Year)
09/23/2011

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
SVP, General Counsel & Secr.

(Street)
BOLINGBROOK, IL 60440

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

(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 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	09/23/2011		M		27,665	A	\$ 18	33,665	D
Common Stock	09/23/2011		S		11,000	D	\$ 67.1968	22,665	D
Common Stock	09/27/2011		M		19,735	A	\$ 18	42,400	D
Common Stock	09/27/2011		S		19,735	D	\$ 70.9091	22,665	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 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 Option (right to buy)	\$ 18	09/23/2011		M	27,665	<u>(1)</u> 10/24/2017	Common Stock	27,665
Stock Option (right to buy)	\$ 18	09/27/2011		M	19,735	<u>(1)</u> 10/24/2017	Common Stock	19,735

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GUTTMAN ROBERT S 1000 REMINGTON BLVD. SUITE 120 BOLINGBROOK, IL 60440	SVP, General Counsel & Secr.

Signatures

/s/ Robert S. Guttman 09/27/2011

**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) The options, representing a right to purchase a total of 63,200 shares, vest 25% on each anniversary date of the 10/24/07 grant date.

(2)

Edgar Filing: Ulta Salon, Cosmetics & Fragrance, Inc. - Form 4

Of the 35,535 shares beneficially owned following the reported transactions, 15,800 remain unvested and are scheduled to vest on 10/24/11, the fourth anniversary of the 10/24/07 grant date.

(3) The 15,800 shares remain unvested and are scheduled to vest on 10/24/11, the fourth anniversary of the 10/24/07 grant date.

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.