

LHEUREUX WAYNE D  
 Form 3  
 June 23, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement                  |  | 3. Issuer Name and Ticker or Trading Symbol   |  |
| LHEUREUX WAYNE D                          |         |          | (Month/Day/Year)                                      |  | Ulta Salon, Cosmetics & Fragrance, Inc. [ULTA]  |  |
| (Last)                                    | (First) | (Middle) | 06/16/2009  |  |   |  |
| 1000 REMINGTON BLVD., SUITE 120           |         |          |   |  | 4. Relationship of Reporting Person(s) to Issuer  |  |
| (Street)                                  |         |          |   |  | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |
| BOLINGBROOK, IL 60440                     |         |          |   |  |   |  |
| (City)                                    | (State) | (Zip)    |   |  |   |  |
| 1. Title of Security (Instr. 4)           |         |          | 2. Amount of Securities Beneficially Owned (Instr. 4) |  | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)  |  |
| Common Stock                              |         |          | 10,000  |  | D   |  |
|   |         |          |   |  | 4. Nature of Indirect Beneficial Ownership (Instr. 5)   |  |
|   |         |          |   |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |

(Check all applicable)

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

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 10,000  | D  |   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|                             | Date Exercisable | Expiration Date |              | Amount or Number of Shares |          | or Indirect (I) (Instr. 5) |   |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Stock Option (right to buy) | Â (1)            | 10/26/2014      | Common Stock | 84,800                     | \$ 2.62  | D                          | Â |
| Stock Option (right to buy) | Â (2)            | 10/25/2015      | Common Stock | 15,800                     | \$ 3.33  | D                          | Â |
| Stock Option (right to buy) | Â (3)            | 10/24/2016      | Common Stock | 15,800                     | \$ 9.18  | D                          | Â |
| Stock Option (right to buy) | 10/24/2009       | 10/24/2016      | Common Stock | 3,160                      | \$ 9.18  | D                          | Â |
| Stock Option (right to buy) | Â (4)            | 07/18/2017      | Common Stock | 15,800                     | \$ 15.81 | D                          | Â |
| Stock Option (right to buy) | Â (5)            | 03/24/2018      | Common Stock | 100,000                    | \$ 14.06 | D                          | Â |
| Stock Option (right to buy) | Â (6)            | 09/09/2018      | Common Stock | 20,000                     | \$ 13.44 | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| LHEUREUX WAYNE D<br>1000 REMINGTON BLVD.<br>SUITE 120<br>BOLINGBROOK, IL 60440 | Â             | Â         | Â SVP Human Resources | Â     |

## Signatures

/s/ Robert S. Guttman, as attorney-in-fact for Wayne L'Heureux

06/23/2009

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 reported vest 25% on each anniversary date of the 10/26/2004 grant date.
- (2) The options reported vest 25% on each anniversary date of the 10/25/2005 grant date.
- (3) The options reported vest 25% on each anniversary date of the 10/24/2006 grant date.
- (4) The options reported vest 25% on each anniversary date of the 07/18/2007 grant date.
- (5) The options reported vest 25% on each anniversary date of the 03/24/2008 grant date.
- (6) The options reported vest 25% on each anniversary date of the 09/09/2008 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.

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