FORM 4

(Print or Type Responses)

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

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OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person— LEBOW STEVEN E			Ulta Salon, Cosmetics & Fragrance, Inc.						_X_ Direc		eck all app	olicable) X 10% ()	w)		
1000 RE		(First) N BLVD.,	(Middle) SUITE 120	3. Date of Earlies 06/08/2009	t Transactio	on (N	Month/Day	//Year)								
(Street) BOLINGBROOK, IL 60440			4. If Amendment, Date Original Filed(Month/Day/Year) 6.						_X_ Form fil	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City		(State)	(Zip)	Т	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. Transac Code (Instr. 8)	tion	4. Securi (A) or D (D) (Instr. 3,	isposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		llowing)	6. Owners Form: Direct (ship Indir Bene (D) Own	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	V	Amount	(A) or (D)	Price				(I) (Instr. 4		. 4)	
Common	Stock		06/08/2009		<u>J⁽¹⁾</u>		633	A	\$ 0	82,490			D			
Common	n Stock									10,991,15	53		I	See Foo (2) (3	tnotes	
Common	n Stock									92,295			I	By 7 Mic Har Leb Irrev Trus	hael vey ow vocable	
Common	ı Stock									92,295			I	Alle Leb	thew on ow vocable	
Common	ı Stock									670,569			I	and Leb	Steven Susan ow st dated .6-02	
Reminder:	Report on a	senarate line	for each class of secu	urities beneficially o	wned direct	tly o	r indirectl	v								
	report on a s	separate inic	ior cuen class or seco	inities beneficially o		Per	sons wh	o resp	orm a	o the colle ire not requ rently valid	uired to res	spond ui	nless	SEC 14	74 (9-02)	
				Derivative Securit (e.g., puts, calls, w												
Security	2. Conversion or Exercise Price of Derivative Security		on 3A. Deemed Execution D any		5.	6. I and (M	Date Exer I Expiration Onth/Day/	cisable on Date	7. Ai Ui Se	Title and mount of nderlying ecurities nstr. 3 and	8. Price of Derivative Security (Instr. 5)		ve Ces I I I I I I I I I I I I I I I I I I I	O. Dwnership Form of Derivative Security: Direct (D) or Indirect I) Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	

	Code V	Exercisable	Expiration Date Title Amount or Number of Shares		
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Reporting Owners

D (O N /	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
LEBOW STEVEN E 1000 REMINGTON BLVD. SUITE 120 BOLINGBROOK, IL 60440	X	X					

Signatures

/s/ Robert S. Guttman, as attorney-in-fact for Steven E. Lebow	06/10/2009
**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).
- On June 8, 2009, Oak VII Affiliates Fund, L.P. ("Oak VII Affiliates") made an in-kind distribution, without any additional consideration, of Common Stock to the limited and general partners of Oak VII Affiliates. Steven E. Lebow received 633 shares in connection with the distribution.
 - GRP II, L.P. ("GRP II") holds 6,927,494 shares; GRP II Investors, L.P. ("GRP II Investors") holds 535,042 shares; GRP II Partners, L.P. ("GRP II Partners") holds 196,741 shares; GRP Management Services Corp. ("GRPMSC") holds an aggregate of 649,768 shares as escrow agent for GRP II, GRP II Investors and GRP II Partners; and Global
- (2) Retail Partners, L.P. ("GRP I") holds 2,682,108 shares. GRPVC, L.P. ("GRPVC") is the general partner of each of GRP II and GRP II Partners, and GRPMSC is the general partner of GRPVC and GRP II Investors. Steven E. Lebow, Yves Sisteron and Herve J.F. Defforey are members, together with Steven Dietz and Brian McLoughlin, of the investment committee of GRP II, GRP II Investors and GRP II Partners.
 - As a result, each of Messrs. Lebow, Sisteron and Defforey may be deemed to possess indirect beneficial ownership of the shares owned by GRP II, GRP II Investors and GRP II Partners. Pursuant to contractual arrangements, GRPMSC also appoints a majority of the investment committee members of GRP I. Mr. Lebow and Mr. Sisteron own
- (3) capital stock which represents a majority of the voting stock of GRPMSC and control its actions. As a result, Mr. Lebow and Mr. Sisteron may also be deemed to possess indirect shared beneficial ownership of the shares owned by GRP I. Messrs. Lebow, Sisteron and Defforey disclaim beneficial ownership of all such shares except to the extent of their pecuniary interest therein.

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.