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 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person * PHILIPPIN CHARLES J				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) _X_ Director Officer (give title below) Other (specify below)					
(Last) (First) (Middle) 1000 REMINGTON BLVD.,, SUITE 120			3. Date of Earliest Transaction (Month/Day/Year) 10/06/2008													
BOLINGBROOK, IL 60440				4. If Amendment, Date Original Filed(Month/Day/Year)						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)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	any	xecution Date, if		Code (Instr. 8)		(A) or Disposed of (Instr. 3, 4 and 5)		ired 5. Amou f (D) Benefici		unt of Securities sially Owned Following ed Transaction(s)			Beneficial Ownership	
						Cod	le	V Amo	unt	(A) or (D)	Price		(I)		or Indirect (I) (Instr. 4)	(Instr. 4)
Common	Stock		10/06/2008			P		10,0	000	A \(\begin{array}{c} \text{S} & \\ \partial \text{T} & \\ \pa	§ 11.93	40,000			D	
				Derivative Sec		-	th uired	ontaine he form I, Dispos	d in t disp	this for lays a o	m are curren	not requently valid		ormation spond unle rol numbe	ss	1474 (9-02)
1 Title of	12	3. Transaction		e.g., puts, call		rrants 5.						tle and	9 Dries of	9. Number	of 10.	11. Natur
1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	ersion Date (Month/Day)	Execution Da Year) any	Execution Date, if Transactio	tion (Number and		and Expir	Date Exercisable d Expiration Date Month/Day/Year)		Amo Undo Secu	ount of erlying urities r. 3 and	Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction((Instr. 4)	Ownersh Form of Derivativ Security: Direct (D or Indirect	of Indirect Beneficia Ownershi (Instr. 4)
				Code	V	(A) (Date Exercisab		xpiratior ate	¹ Title	Amount or Number of Shares				

Reporting Owners

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

Signatures

/s/ Robert S. Guttman as attorney-in-fact for Charles J. Philippin	10/08/2008
**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).

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.