

# 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

(Print or Type Responses)

|  |         |   |   |  |  |
|--|---------|---|---|--|--|
| 1. Name and Address of Reporting Person *<br><b>LEBOW STEVEN E</b> |         | 2. Issuer Name and Ticker or Trading Symbol<br><b>Ultra Salon, Cosmetics &amp; Fragrance, Inc. [ULTA]</b> |   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |  |
| (Last)   | (First) | (Middle)  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>03/26/2009</b> |  | 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 |
| (Street)<br><b>BOLINGBROOK, IL 60440</b>                           |         |   | 4. If Amendment, Date Original Filed (Month/Day/Year)                 |  |  |
| (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                    | 03/26/2009                           |  | J(1)                           |   | 2,857   | A          | \$ 0  | 81,857  | D  |   |
| Common Stock                    | 03/26/2009                           |  | J(2)(3)(4)                     |   | 441,976   | D          | \$ 0  | 10,991,153  | I  | See Footnotes (2) (3) (4)                             |
| Common Stock                    |                                      |  |                                |   |   |            |       | 92,295  | I  | By The Michael Harvey Lebow Irrevocable Trust         |
| Common Stock                    |                                      |  |                                |   |   |            |       | 92,295  | I  | By the Matthew Allen Lebow Irrevocable Trust          |
| Common Stock                    |                                      |  |                                |   |   |            |       | 670,569   | I  | By Steven and Susan Lebow Trust dated 12-16-02        |

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

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**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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|--|--|
|  |  |                                      |  |                                |   |  |   |  |  |  |  |

|  |  |  |  |  |      | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |  |  |  |  |
|--|--|--|--|--|------|------------------|-----------------|-------|----------------------------|--|--|--|--|
|  |  |  |  |  | Code | V                | (A)             | (D)   |                            |  |  |  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| LEBOW STEVEN E<br>1000 REMINGTON BLVD.<br>SUITE 120<br>BOLINGBROOK, IL 60440 | X             | X         |         |       |

## Signatures

|  |            |
|--|------------|
| /s/ Robert S. Guttman, as attorney-in-fact for Steven E. Lebow | 03/30/2009 |
| 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).

(1) On March 26, 2009, GRP Partners, L.P. ("GRP I Partners") made an in-kind distribution, without any additional consideration, of Common Stock to the limited and general partners of GRP I Partners. Steven E. Lebow received 2,857 shares in connection with the distribution.

(2) On March 26, 2009, in connection with its liquidation and winding up, GRP I Partners made an in-kind distribution, without any additional consideration, of all 190,495 of its shares of Common Stock to the limited and general partners of GRP I Partners. Also on March 26, 2009, in connection with the redemption of the partnership interests of three of its limited partners, Global Retail Partners, L.P. ("GRP I") made an in-kind distribution, without any additional consideration, of an aggregate of 251,481 shares of Common Stock to three of its limited partners.

(3) Following these transactions, GRP II, L.P. ("GRP II") held 6,927,494 shares; GRP II Investors, L.P. ("GRP II Investors") held 535,042 shares; GRP II Partners, L.P. ("GRP II Partners") held 196,741 shares; GRP Management Services Corp. ("GRPMSC") held an aggregate of 649,768 shares as escrow agent for GRP II, GRP II Investors and GRP II Partners; and GRP I held 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.

(4) 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 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.

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