

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	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
BOLINGBROOK, IL 60440			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			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 1000 REMINGTON BLVD. SUITE 120 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.

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.