

(Print or Type Responses)

|                                                                |                                         |                                                                                                   |                                   |                                                                                                                                                                                                                                   |                                                                                                  |                                                             |                                                          |
|----------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------|----------------------------------------------------------|
| 1. Name and Address of Reporting Person<br>PHILIPPIN CHARLES J |                                         | 2. Issuer Name and Ticker or Trading Symbol<br>Ultra Salon, Cosmetics & Fragrance, Inc.<br>[ULTA] |                                   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director<br>____ Officer (give title below)<br><input type="checkbox"/> 10% Owner<br>____ Other (specify below) |                                                                                                  |                                                             |                                                          |
| (Last) (First) (Middle)<br>1000 REMINGTON BLVD., SUITE 120     |                                         | 3. Date of Earliest Transaction (Month/Day/Year)<br>10/17/2008                                    |                                   |                                                                                                                                                                                                                                   |                                                                                                  |                                                             |                                                          |
| (Street)<br>BOLINGBROOK, IL 60440                              |                                         | 4. If Amendment, Date Original Filed(Month/Day/Year)                                              |                                   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>____ 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<br>(Instr. 3)                              | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                                             | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5)                                                                                                                                                              | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|                                                                |                                         |                                                                                                   | Code V                            | Amount (A) or (D) Price                                                                                                                                                                                                           |                                                                                                  |                                                             |                                                          |
| Common Stock                                                   | 10/17/2008                              |                                                                                                   | P                                 | 10,000 A \$ 10.29                                                                                                                                                                                                                 | 50,000                                                                                           | D                                                           |                                                          |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(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) |
|                                                                                                                                                 |                                                        |                                      |                                                    | Code                           | V | (A)                                                                                     | (D) | Date Exercisable                                         | Expiration Date | Title                                                         | Amount or Number of Shares |                                            |                                                                                                    |                                                                                  |                                                        |

Reporting Owners

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

Signatures

|                                                                    |  |            |
|--------------------------------------------------------------------|--|------------|
| /s/ Robert S. Guttman as attorney-in-fact for Charles J. Philippin |  | 10/20/2008 |
| **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.