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).

(Print or Type Responses)

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				Ult	Ulta Salon, Cosmetics & Fragrance, Inc. [ULTA] XDirect						nship of Reporting Person(s) to Issuer (Check all applicable) orX10% Owner r (give title below) Other (specify below)			w)		
(Last) (First) (Middle) 1000 REMINGTON BLVD., SUITE 120					3. Date of Earliest Transaction (Month/Day/Year) 03/26/2009											
(Street) BOLINGBROOK, IL 60440				4. If	_X_Form						_X_ Form fil	idual or Joint/Group Filing(Check Applicable Line) filed by One Reporting Person filed by More than One Reporting Person				
(City		(State)	(Zip)		7	Cable I Nov	. D	animatina C			uiuad Dian	and of out	Damafiaia	ller Oren	ام ما	
			2A. De	A. Deemed 3. Transact						5. Amount of Securities			6.	7. Na	ture of	
(Instr. 3) Date		Date (Month/Day/Year) any	tion Date, if h/Day/Year)	(Instr. 8)		(A) or Disposed of (D) (Instr. 3, 4 and 5)		Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Owner Form: Direct or Indi	(D) Own	Indirect Beneficial Ownership (Instr. 4)			
						Code	V		(D)	Price				(Instr.	4)	
Common	Stock		03/26/2009			J ⁽¹⁾		2,857	A	\$ 0	81,857			D		
Commor	Stock		03/26/2009			J(2)(3)(4)		441,976	D	\$ 0	10,991,1	53		I		tnotes (3) (4)
Commor	ı Stock										92,295			I	By Mic Mic Har Leb Irre	hael vey ow vocable
Commor	ı Stock										92,295			I	Alle Leb	thew on ow vocable
Common	ı Stock										670,569			I	and Leb Trus	Steven Susan ow st dated 6-02
Damindar	Danart on a	canorota lina	for each class of s	acurities .	hanafiojally.	owned direct	lv o	r indirectly								
Reminder:	Report on a s	separate fine	for each class of s	ecurities	beneficially		Pe co	rsons who ntained in	respo	orm a	the collect re not requently valid	uired to res	spond u	nless	SEC 14	74 (9-02)
			Table			ities Acquire										
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	1111	Execution any	ed Date, if	4.	varrants, op 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. and (M	ns, converti Date Exerci d Expiration Ionth/Day/Y	sable n Date	7. An Un Sec	Title and nount of iderlying curities str. 3 and	8. Price of Derivative Security (Instr. 5)		ve es I	Form of Derivative Security: Direct (D) or Indirect	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 4 0 V /	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	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.
- 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
- 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.
- 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 (3) 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
- partners; and GRP II 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.
 - 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
- (4) 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.