

HEILBRONN CHARLES  
Form 4  
April 15, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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, 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 \*  
**HEILBRONN CHARLES**

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)

(Last) (First) (Middle)  
  
1000 REMINGTON BLVD., SUITE 120  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/14/2009**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**BOLINGBROOK, IL 60440**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)	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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	04/14/2009		J <sup>(1)</sup>	18,412 A \$ 0	74,526	I <sup>(2)</sup>	By Moussetrap
Common Stock					11,029,471	I <sup>(3)</sup>	By Doublemousse B.V.
Common Stock					79,000	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**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 Owned Following Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEILBRONN CHARLES 1000 REMINGTON BLVD., SUITE 120 BOLINGBROOK, IL 60440	X	X		
Chanel International B.V. BOERHAAVELAAN 22 2713 HX ZOETERMEER, P7 00000		X		
Doublemousse B.V. BOERHAAVELAAN 22 2713 HX ZOETERMEER, P7 00000		X		

## Signatures

/s/ Robert S. Guttman, as attorney-in-fact for Charles Heilbronn	04/15/2009
**Signature of Reporting Person	Date
/s/ Robert S. Guttman, as attorney-in-fact for Chanel International B.V.	04/15/2009
**Signature of Reporting Person	Date
/s/ Robert S. Guttman, as attorney-in-fact for Doublemousse B.V.	04/15/2009
**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 April 14, 2009, Oak Investment Partners VII, Limited Partnership ("Oak VII, L.P.") made an in-kind distribution, without any additional consideration, of Common Stock pro rata to the limited and general partners of Oak VII, L.P., including to its limited partner, Moussetrap.

(2) Moussetrap is the record holder of these securities. These securities are indirectly owned by (a) Mousseless Inc., a general partner of Moussetrap and (b) Charles Heilbronn, who is the sole stockholder of Mousseless Inc. Mr. Heilbronn disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

(3) Doublemousse B.V. is the record holder of these securities. These securities are indirectly owned by (a) Chanel International B.V., the parent company of Doublemousse B.V. and (b) Mr. Heilbronn, who has been granted a power of attorney and proxy to exercise voting and investment power with respect to these securities. Mr. Heilbronn disclaims beneficial ownership of these securities except to the extent of his 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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