

Ulta Salon, Cosmetics & Fragrance, Inc.

Form 4

October 05, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
GUTTMAN ROBERT S

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**

3. Date of Earliest Transaction
(Month/Day/Year)
10/03/2012

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
SVP, General Counsel & Secr.

(Street)
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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	10/03/2012		M		5,000	A	\$ 13.44	16,693	D
Common Stock	10/03/2012		S		5,000	D	\$ 97.62 ⁽¹⁾	11,693	D
Common Stock	10/03/2012		S		2,000	D	\$ 97.695 ⁽²⁾	9,693	D
Common Stock	10/05/2012		M		5,000	A	\$ 13.44	14,693	D
	10/05/2012		S		5,000	D	\$ 99.03	9,693	D

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Common
Stock

Common Stock	10/05/2012	S	5,332	D	\$ 99.02 (3)	4,361	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Option (right to buy)	\$ 13.44	10/03/2012		M	5,000	09/09/2012 ⁽⁴⁾ 09/09/2018	Common Stock	5,000
Stock Option (right to buy)	\$ 13.44	10/05/2012		M	5,000	09/09/2012 ⁽⁴⁾ 09/09/2018	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

GUTTMAN ROBERT S
1000 REMINGTON BLVD.
SUITE 120
BOLINGBROOK, IL 60440

Director 10% Owner Officer Other

SVP, General Counsel & Secr.

Signatures

/s/ Robert S.
Guttman

10/05/2012

 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).

The price reported in Column 4 is a weighted average price. The actual sales price for these transactions ranged from \$97.61 to \$97.69.

- (1) The reporting person will provide the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.

The price reported in Column 4 is a weighted average price. The actual sales price for these transactions ranged from \$97.70 to \$97.73.

- (2) The reporting person will provide the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.

The price reported in Column 4 is a weighted average price. The actual sales price for these transactions ranged from \$99.00 to \$99.31.

- (3) The reporting person will provide the issuer, any security holder of the issuer, or the SEC staff, upon request, full information regarding the number of shares sold at each separate price within the range.

- (4) The options, representing a right to purchase a total of 20,000 shares, vested 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.

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