

Ulta Salon, Cosmetics & Fragrance, Inc.
 Form 4
 March 19, 2015

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 *
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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/17/2015

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

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	03/17/2015		S		1,370	D		\$ 150.92 <u>(1)</u>	23,037	D	
Common Stock	03/17/2015		M		4,650	A		\$ 6.29	27,687	D	
Common Stock	03/17/2015		S		4,650	D		\$ 150.82 <u>(2)</u>	23,037	D	
Common Stock	03/17/2015		M		5,000	A		\$ 6.29	28,307	D	

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Common Stock	03/17/2015	M	4,757	A	\$ 14.41	32,794	D
Common Stock	03/17/2015	M	3,743	A	\$ 26.71	36,537	D

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

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(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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 6.29	03/17/2015		M	4,650	⁽³⁾ 03/24/2019	Common Stock	4,650
Stock Option (right to buy)	\$ 6.29	03/17/2015		M	5,000	⁽³⁾ 03/24/2019	Common Stock	5,000
Stock Option (right to buy)	\$ 14.41	03/17/2015		M	4,757	⁽⁴⁾ 09/09/2019	Common Stock	4,757
Stock Option (right to buy)	\$ 26.71	03/17/2015		M	3,743	⁽⁵⁾ 09/08/2020	Common Stock	3,743

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

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

See Remarks

Signatures

/s/ Robert S.
Guttman

03/19/2015

**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) Weighted average price based on trades completed with prices between \$150.92 and \$150.93. Reporting person shall undertake to provide a report of the shares sold at each price within the rage upon request of the SEC staff, the issuer or any security holder of the issuer.
Weighted average price based on trades completed with prices between \$150.70 and \$150.911. Reporting person shall undertake to
- (2) provide a report of the shares sold at each price within the rage upon request of the SEC staff, the issuer or any security holder of the issuer.
- (3) The options, representing a right to purchase a total of 20,000 shares, vest 25% on each anniversary date of the 03/24/2009 grant date.
- (4) The options, representing a right to purchase a total of 20,000 shares, vest 25% on each anniversary date of the 09/09/2009 grant date.
- (5) The options, representing a right to purchase a total of 18,000 shares, vest 25% on each anniversary date of the 09/08/2010 grant date.

Remarks:

SVP, General Counsel and Secretary

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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