

Kirby Lynelle P
 Form 4
 December 10, 2010

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 *
 Kirby Lynelle P

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)
 12/08/2010

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	12/08/2010		M ⁽¹⁾			50,000	A	\$ 15.81	1,020,723	D	
Common Stock	12/08/2010		S ⁽¹⁾			50,000	D	\$ 33.85 ⁽²⁾	970,723	D	
Common Stock	12/08/2010		S ⁽¹⁾			50,000	D	\$ 34.0064 ⁽³⁾	920,723	D	
Common Stock	12/08/2010		M ⁽¹⁾			50,000	A	\$ 15.81	970,723	D	
	12/08/2010		S ⁽¹⁾			50,000	D		920,723	D	

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Common Stock						\$ 34.4696 (4)	
Common Stock	12/08/2010		M(1)	50,000	A	\$ 15.81	970,723 D
Common Stock	12/08/2010		S(1)	50,000	D	\$ 34.5113 (5)	920,723 D
Common Stock	12/08/2010		S(1)	29,500	D	\$ 34.5513 (6)	891,223 D
Common Stock	12/09/2010		S(1)	20,500	D	\$ 33.9673 (7)	870,723 D
Common Stock	12/09/2010		M(1)	50,000	A	\$ 10.34	920,723 D
Common Stock	12/09/2010		S(1)	50,000	D	\$ 34.9173 (8)	870,723 D
Common Stock	12/09/2010		M(1)	18,300	A	\$ 15.81	889,023 D
Common Stock	12/09/2010		S(1)	18,300	D	\$ 34.9304 (9)	870,723 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
	\$ 15.81	12/08/2010		M(1)	50,000	(10) 07/18/2017	Common	50,000

Stock
Option
(right to
buy)

Stock
Option
(right to
buy)

Stock
Option
(right to
buy)

Stock
Option
(right to
buy)

Stock
Option
(right to
buy)

\$ 15.81	12/08/2010	M ⁽¹⁾	50,000	<u>(10)</u>	07/18/2017	Common	50,000
\$ 15.81	12/08/2010	M ⁽¹⁾	50,000	<u>(10)</u>	07/18/2017	Common	50,000
\$ 10.34	12/09/2010	M ⁽¹⁾	50,000	<u>(11)</u>	06/09/2019	Common	50,000
\$ 15.81	12/09/2010	M ⁽¹⁾	18,300	<u>(10)</u>	07/18/2017	Common	18,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kirby Lynelle P 1000 REMINGTON BLVD. SUITE 120 BOLINGBROOK, IL 60440	X			

Signatures

/s/ Robert S. Guttman, as attorney-in-fact for Lynelle P.
Kirby

12/10/2010

**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) The transactions reported herein were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 10/05/2010.
The price reported in Column 4 is a weighted average price. The actual sales prices for these transactions ranged from \$33.65 to \$34.05.
- (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 prices for these transactions ranged from \$33.77 to \$34.36.
- (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)

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The price reported in Column 4 is a weighted average price. The actual sales prices for these transactions ranged from \$34.27 to \$34.57. 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.

- (5) The price reported in Column 4 is a weighted average price. The actual sales prices for these transactions ranged from \$34.50 to \$34.57. 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.

- (6) The price reported in Column 4 is a weighted average price. The actual sales prices for these transactions ranged from \$34.45 to \$34.66. 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.

- (7) The price reported in Column 4 is a weighted average price. The actual sales prices for these transactions ranged from \$33.73 to \$34.44. 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.

- (8) The price reported in Column 4 is a weighted average price. The actual sales prices for these transactions ranged from \$34.91 to \$34.95. 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.

- (9) The price reported in Column 4 is a weighted average price. The actual sales prices for these transactions ranged from \$34.93 to \$34.95. 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.

- (10) The options vested 25% on the 07/18/2007 grant date and each anniversary thereof.

- (11) The options vested on the date the Company announced its earnings for fiscal year 2009-2010.

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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