

# FORM 4

[ X ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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**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(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>GALLAGHER GERALD R</b>  <small>(Last) (First) (Middle)</small>  <b>C/O OAK INVESTMENT PARTNERS, ONE GORHAM ISLAND</b>  <small>(Street)</small>  <b>WESTPORT, CT 06880</b>  <small>(City) (State) (Zip)</small>	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Ulta Salon, Cosmetics &amp; Fragrance, Inc. [ ULTA ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>6/26/2008</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span>  <input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	6/26/2008		J (1)		1222443	D	\$11.29	4889770	I (2)	See Note (2)
Common Stock	6/26/2008		J (3)		76754	D	\$11.29	76753	D (4)	
Common Stock								91900	D (5)	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) On June 26, 2008, Oak Investment Partners VII, Limited Partnership ("Oak VII, L.P.") made an in-kind distribution, without any additional consideration, of Common Stock to the limited and general partners of Oak VII, L.P. In turn, the general partner made an in-kind distribution of the shares it received to its members.
- (2) Represents shares directly owned by Oak VII, L.P. This entity will cease to be a Reporting Person (see below).
- (3) On June 26, 2008, Oak VII Affiliates Fund, Limited Partnership ("Oak VII Affiliates, L.P.") made an in-kind distribution, without any additional consideration, of Common Stock to the limited and general partners of Oak VII Affiliates, L.P. In turn, the general partner made an in-kind distribution of the shares it received to its members.
- (4) Represents shares directly owned by Oak VII Affiliates, L.P. This entity will cease to be a Reporting Person (see below).
- (5) Represents shares directly owned by Gerald R. Gallagher, a director of the Ulta Salon, Cosmetics & Fragrances, Inc., and received as

part of the distributions described in footnotes 1 and 3. This acquisition merely reflects a change in beneficial ownership from indirect to direct. No other Reporting Person has any pecuniary interest in these shares.

**Remarks:**  
Remarks

Gerald R. Gallagher is a Director of Ulta Salon, Cosmetics & Fragrances, Inc. Mr. Gallagher is a Managing Member of Oak Associates VII, L.L.C., the General Partner of Oak VII, L.P.; and a Managing Member of Oak VII Affiliates, L.L.C., the General Partner of Oak VII Affiliates, L.P.

Each Reporting Person disclaims the existence of a "group" and disclaims beneficial ownership of any securities (except to the extent of such Reporting Person's pecuniary interest in such securities) other than any securities reported herein as being directly owned by such Reporting Person, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of any such securities for purposes of Section 16 or for any other purpose.

The aggregate number of shares beneficially owned by Mr. Gallagher, Oak VII, L.P. and Oak VII Affiliates, L.P. is less than 10%. As a result, the Reporting Persons will no longer file as 10% owners.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALLAGHER GERALD R C/O OAK INVESTMENT PARTNERS ONE GORHAM ISLAND WESTPORT, CT 06880	X	X		
OAK INVESTMENT PARTNERS VII L P ONE GORHAM ISLAND WESTPORT, CT 06880		X		
OAK VII AFFILIATES FUND LP ONE GORHAM ISLAND WESTPORT, CT 06880		X		

**Signatures**

**Gerald R. Gallagher**

**6/27/2008**

\*\* Signature of Reporting Person

Date

**Gerald R. Gallagher, Managing Member of Oak Associates VII, L.L.C., the General Partner of Oak Investment Partners VII, Limited Partnership**

**6/27/2008**

\*\* Signature of Reporting Person

Date

**Gerald R. Gallagher, Managing Member of Oak VII Affiliates, L.L.C., the General Partner of Oak VII Affiliates Fund, Limited Partnership**

**6/27/2008**

\*\* Signature of Reporting Person

Date

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

\* 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).

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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