

# 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>HEILBRONN CHARLES</b>  <small>(Last) (First) (Middle)</small>  <b>1000 REMINGTON BLVD., SUITE 120</b>  <small>(Street)</small>  <b>BOLINGBROOK, IL 60440</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>5/15/2012</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span>  <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
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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)				
Common Stock	5/15/2012		S		92892	D	\$81.06 (1)	0	I (2)	By Moussetrap
Common Stock	5/15/2012		S		7957108	D	\$81.06 (1)	3072363	I (3)	By Doublemousse B.V.
Common Stock								79607	D	

<b>Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)</b>															
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) Represents a public offering price of \$84.00 per share of common stock less an underwriting discount of \$2.94 per share of common stock.
- (2) Moussetrap was the record holder of these securities. These securities were indirectly owned by (a) Mousseless Inc., a general partner of Moussetrap, and (b) Charles Heilbronn, who is the sole stockholder of Mousseless Inc.
- (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.

**Remarks:**

The aggregate number of shares beneficially owned by each of Chanel International B.V. and Doublemousse B.V. is less than 10%, and, accordingly, each of Chanel International B.V. and Doublemousse B.V. will cease to be reporting persons.

#### Reporting Owners

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

#### Signatures

/s/ Charles Heilbronn

5/17/2012

\*\* Signature of Reporting Person

Date

Chanel International B.V., By: /s/ Charles Heilbronn

5/17/2012

\*\* Signature of Reporting Person

Date

Doublemousse B.V., By: /s/ Charles Heilbronn

5/17/2012

\*\* 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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