New Sally Holdings, Inc. Form 4 November 17, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **AG ATWATER**

2. Issuer Name and Ticker or Trading Symbol

New Sally Holdings, Inc. [SBH]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

Common

Stock

(First)

3. Date of Earliest Transaction

(Check all applicable)

225 EAST ONWENTSIA

(Month/Day/Year)

Filed(Month/Day/Year)

X_ Director 10% Owner Officer (give title Other (specify

11/16/2006

below)

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

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

LAKE FOREST, IL 60045

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) anv (Month/Day/Year)

(State)

11/16/2006

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Reported Transaction(s)

(Instr. 3 and 4)

15,756

Code V Amount (D)

15,756

A

Price

<u>(1)</u>

(A)

A

D

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

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SEC 1474 (9-02)

Beneficial

Ownership

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 6. Date Exercisable and Expiration Date Securities (Month/Day/Year) 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 34.227	11/16/2006		A	3,750		(2)	01/23/2013	Common Stock	3,750
Director Stock Option (Right to Buy)	\$ 41.49	11/16/2006		A	3,750		<u>(2)</u>	01/22/2014	Common Stock	3,750
Director Stock Option (Right to Buy)	\$ 53.725	11/16/2006		A	3,750		<u>(2)</u>	01/27/2015	Common Stock	3,750
Director Stock Option (Right to Buy)	\$ 44.365	11/16/2006		A	3,750		<u>(2)</u>	01/26/2016	Common Stock	3,750
Director Stock Option (Right to Buy)	\$ 26.12	11/16/2006		A	3,750		<u>(2)</u>	01/23/2012	Common Stock	3,750
Director Stock Option (Right to Buy)	\$ 34.227	11/16/2006		D		3,750	<u>(2)</u>	01/23/2013	Common Stock	3,750
Director Stock Option (Right to Buy)	\$ 41.49	11/16/2006		D		3,750	(2)	01/22/2014	Common Stock	3,750
	\$ 53.725	11/16/2006		D		3,750	(2)	01/27/2015		3,750

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Director Stock Option (Right to Buy)							Common Stock	
Director Stock Option (Right to Buy)	\$ 44.365	11/16/2006	D	3,750	(2)	01/26/2016	Common Stock	3,750
Director Stock Option (Right to Buy)	\$ 26.12	11/16/2006	D	3,750	(2)	01/23/2012	Common Stock	3,750

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
AG ATWATER						
225 EAST ONWENTSIA	X					
LAKE FOREST, IL 60045						

Signatures

/s/ James M. Spira as Attorney-in-Fact for A.G.
Atwater

**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).
 - Acquisition of shares of common stock in a merger of one of the issuer's subsidiaries into the Alberto-Culver Company ("Old
- Alberto-Culver") to effect the formation of a holding company (the "Holding Company Merger"). In the Holding Company Merger, the shares of common stock of Old Alberto-Culver were converted, on a one-for-one basis, into shares of common stock of the issuer pursuant to an Investment Agreement dated as of June 19, 2006, as amended, among Old Alberto-Culver and certain of its subsidiaries and CDRS Acquisition LLC.
- (2) This option, to the extent unexercisable, became exercisable in full on November 16, 2006.
- (3) In the Holding Company Merger this option replaced an option to purchase a number of shares of common stock of Old Alberto-Culver equal to the number of shares subject to this option at an exercise price equal to the exercise price of this option.
 - This option was assumed by Alberto-Culver Company, formerly known as New Aristotle Holdings, Inc. ("New Alberto-Culver"), in connection with the spin-off by the issuer of New Alberto-Culver (the "Spin-Off") and replaced with an option to purchase a number of shares of common stock of New Alberto Culver equal to the number of shares subject to this option multiplied by a ratio, the numerator
- (4) of which is the Old Alberto-Culver stock price prior to the Spin-Off ("Pre Spin-Off Price") and the denominator of which is the 5-day average of the New Alberto-Culver stock price after the Spin-Off ("Post Spin-Off Price") at an exercise price equal to the exercise price of this option multiplied by a ratio, the numerator of which is the Post Spin-Off Price and the denominator of which is the Pre Spin-Off Price

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

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