

CHIPOTLE MEXICAN GRILL INC
Form 4
May 16, 2007

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 *
Wilner Robert D

2. Issuer Name and Ticker or Trading Symbol
CHIPOTLE MEXICAN GRILL INC
[CMG/CMG.B]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1543 WAZEE STREET SUITE 200
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Administrative Officer

DENVER, CO 80202

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)
				(A) or (D)	Price		
Class A Common Stock	05/15/2007		S	200	D \$ 82.8	49,800	D
Class A Common Stock	05/15/2007		S	800	D \$ 82.79	49,000	D
Class A Common Stock	05/15/2007		S	200	D \$ 82.77	48,800	D
Class A Common	05/15/2007		S	300	D \$ 82.76	48,500	D

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Stock							
Class A Common Stock	05/15/2007	S	2,500	D	\$ 82.75	46,000	D
Class A Common Stock	05/15/2007	S	100	D	\$ 82.72	45,900	D
Class A Common Stock	05/15/2007	S	100	D	\$ 82.69	45,800	D
Class A Common Stock	05/15/2007	S	400	D	\$ 82.64	45,400	D
Class A Common Stock	05/15/2007	S	100	D	\$ 82.56	45,300	D
Class A Common Stock	05/15/2007	S	300	D	\$ 82.55	45,000	D
Class A Common Stock	05/15/2007	S	100	D	\$ 82.51	44,900	D
Class A Common Stock	05/15/2007	S	1,200	D	\$ 82.5	43,700	D
Class A Common Stock	05/15/2007	S	300	D	\$ 82.31	43,400	D
Class A Common Stock	05/15/2007	S	400	D	\$ 82.3	43,000	D
Class A Common Stock	05/15/2007	S	200	D	\$ 82.25	42,800	D
Class A Common Stock	05/15/2007	S	100	D	\$ 82.09	42,700	D
Class A Common Stock	05/15/2007	S	100	D	\$ 82.08	42,600	D
Class A Common Stock	05/15/2007	S	500	D	\$ 82.05	42,100	D

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Class A
Common Stock 05/15/2007 S 100 D \$ 82.04 42,000 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wilner Robert D
1543 WAZEE STREET SUITE 200
DENVER, CO 80202

Chief Administrative Officer

Signatures

/s/ Bryant S. "Corky" Messner, as attorney-in-fact

05/16/2007

 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.