

CHIPOTLE MEXICAN GRILL INC

Form 4

August 06, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ells Steve

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)

DENVER, CO 80202

(City) (State) (Zip)

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

08/02/2007

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman and CEO

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

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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	08/02/2007		M	12,833	A \$ 17.49	67,933	D
Class A Common Stock	08/02/2007		S	800	D \$ 100	67,133	D
Class A Common Stock	08/02/2007		S	100	D \$ 100.01	67,033	D
Class A Common	08/02/2007		S	100	D \$ 100.02	66,933	D

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Stock

Class A Common Stock	08/02/2007	S	700	D	\$ 100.03	66,233	D
Class A Common Stock	08/02/2007	S	700	D	\$ 100.05	65,533	D
Class A Common Stock	08/02/2007	S	400	D	\$ 100.06	65,133	D
Class A Common Stock	08/02/2007	S	2,900	D	\$ 100.1	62,233	D
Class A Common Stock	08/02/2007	S	300	D	\$ 100.11	61,933	D
Class A Common Stock	08/02/2007	S	300	D	\$ 100.12	61,633	D
Class A Common Stock	08/02/2007	S	200	D	\$ 100.13	61,433	D
Class A Common Stock	08/02/2007	S	400	D	\$ 100.14	61,033	D
Class A Common Stock	08/02/2007	S	500	D	\$ 100.18	60,533	D
Class A Common Stock	08/02/2007	S	100	D	\$ 100.19	60,433	D
Class A Common Stock	08/02/2007	S	4,100	D	\$ 100.2	56,333	D
Class A Common Stock	08/02/2007	S	333	D	\$ 100.21	56,000	D
Class A Common Stock	08/02/2007	S	500	D	\$ 100.24	55,500	D
Class A Common Stock	08/02/2007	S	200	D	\$ 100.25	55,300	D

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Class A
Common Stock 08/02/2007 S 200 D \$ 100.34 55,100 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)

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
2003 Stock Option-Right to Purchase	\$ 17.49	08/02/2007		M	12,833	05/01/2006 11/01/2008	Class A Common Stock	12,833

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ells Steve 1543 WAZEE STREET SUITE 200 DENVER, CO 80202	X		Chairman and CEO	

Signatures

/s/ Steve Ells 08/03/2007

__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.

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