

CHIPOTLE MEXICAN GRILL INC

Form 4

August 09, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hartung Jack

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)

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

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

1543 WAZEE STREET, SUITE 200

08/07/2007

Chief Finance and Dev Officer

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

DENVER, CO 80202

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	08/07/2007		M		7,833	A	\$ 17.49	62,833	D
Class A Common Stock	08/07/2007		S		100	D	\$ 104.96	62,733	D
Class A Common Stock	08/07/2007		S		133	D	\$ 104.94	62,600	D
Class A Common	08/07/2007		S		100	D	\$ 104.87	62,500	D

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Stock

Class A Common Stock	08/07/2007	S	100	D	\$ 104.86	62,400	D
Class A Common Stock	08/07/2007	S	100	D	\$ 104.84	62,300	D
Class A Common Stock	08/07/2007	S	200	D	\$ 104.83	62,100	D
Class A Common Stock	08/07/2007	S	100	D	\$ 104.81	62,000	D
Class A Common Stock	08/07/2007	S	600	D	\$ 104.79	61,400	D
Class A Common Stock	08/07/2007	S	100	D	\$ 104.78	61,300	D
Class A Common Stock	08/07/2007	S	1,000	D	\$ 104.77	60,300	D
Class A Common Stock	08/07/2007	S	100	D	\$ 104.75	60,200	D
Class A Common Stock	08/07/2007	S	100	D	\$ 104.72	60,100	D
Class A Common Stock	08/07/2007	S	1,000	D	\$ 104.68	59,100	D
Class A Common Stock	08/07/2007	S	100	D	\$ 104.63	59,000	D
Class A Common Stock	08/07/2007	S	1,500	D	\$ 104.61	57,500	D
Class A Common Stock	08/07/2007	S	200	D	\$ 104.59	57,300	D
Class A Common Stock	08/07/2007	S	1,400	D	\$ 104.52	55,900	D

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Class A Common Stock	08/07/2007	S	500	D	\$ 104.5	55,400	D
Class A Common Stock	08/07/2007	S	100	D	\$ 104.49	55,300	D
Class A Common Stock	08/07/2007	S	300	D	\$ 104.44	55,000	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. Amount or Number of Shares
2003 Options - Right to Purchase	\$ 17.49	08/07/2007		M	7,833	05/01/2006 11/01/2008	Class A Common Stock	7,833

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hartung Jack 1543 WAZEE STREET, SUITE 200 DENVER, CO 80202			Chief Finance and Dev Officer	

Signatures

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

08/09/2007

__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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