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Moran Montgon Form 4	nery F								
February 19, 20	09								
FORM 4		STATES	SECU	DITIFS	AND FY	CHANCE	E COMMISSION	- .T	PPROVAL
<i>.</i>		ashington				OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or					RITIES	Expires: Estimated burden hou response	urs per		
Form 5 obligations may continue <i>See</i> Instruction 1(b).	Section 17((a) of the l	Public U	Jtility Ho	lding Coi		nge Act of 1934, c of 1935 or Section 1940	on	
(Print or Type Resp	oonses)								
1. Name and Addro Moran Montgo	Symbol Issuer CHIPOTLE MEXICAN GRILL INC				Issuer	p of Reporting Person(s) to Check all applicable)			
(Last) 1401 WYNKO 500	(Last) (First) (Middle) 3. Date of (Month/D) 1401 WYNKOOP STREET, SUITE 02/17/20				of Earliest TransactionX_ Director /Day/Year)X_ Officer (gi below)			ve title 10% Owner below) tef Executive Officer	
DENVER, CO	(Street) 80202			endment, D onth/Day/Yea	-	al			erson
(City)	(State)	(Zip)	Tak	ala I Non	Dorivotivo	Socurities	Person	of or Bonoficio	lly Ownod
	ransaction Date	Execution any	ed Date, if	3.	4. Securit onAcquired Disposed	ties (A) or of (D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect
				Code V	Amount	(D) Price	(mour o und T)		
Reminder: Report of	on a separate line	e for each cl	ass of sec	curities bene	-	-	or indirectly. spond to the colle	ction of S	SEC 1474
					inforr requi	nation con red to resp ays a curre	tained in this form ond unless the fo ntly valid OMB co	n are not rm	(9-02)
	Tab					sposed of, or convertible	Beneficially Owned securities)	1	

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and An
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Sec

1

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title A
2009 Stock Appreciation Rights	\$ 53.36	02/17/2009		А	150,000	02/17/2011 <u>(1)</u>	02/17/2016	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Moran Montgomery F 1401 WYNKOOP STREET, SUITE 500 DENVER, CO 80202	Х		Co-Chief Executive Officer				
Signatures							
/s/ Michael McGawn, as attorney-in-fact	02/19/2009						
**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).

(1) The Stock Appreciation Rights awarded to the reporting person vest in equal amounts on the second and third anniversaries of the grant date, subject to possible acceleration of vesting.

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.