

Jones Rex A
Form 4
April 28, 2009

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 *
Jones Rex A

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 below) ___ Other (specify below)

Chief Development Officer

1401 WYNKOOP STREET, SUITE 500

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 or Price		
Class A Common Stock	04/24/2009		M		2,000 A \$ 22	9,635 ⁽⁴⁾	D
Class A Common Stock	04/24/2009		S		2,000 D \$ 82.15 ⁽¹⁾	7,635	D
Class A Common Stock	04/24/2009		S		1,000 D \$ 83.07	1,545 ⁽⁴⁾	I

By
Charene
A. Jones
Trust

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Class A Common Stock	04/27/2009		S	1,000	D	\$ 84	545	I	By Charene A. Jones Trust
Class A Common Stock	04/27/2009		M	6,000	A	\$ 22	13,635	D	
Class A Common Stock	04/27/2009		S	4,000	D	\$ 84.5 (2)	9,635	D	
Class A Common Stock	04/27/2009		S	2,000	D	\$ 86	7,635	D	
Class A Common Stock	04/28/2009		M	2,000	A	\$ 22	9,635	D	
Class A Common Stock	04/28/2009		M	4,333	A	\$ 22.35	13,968	D	
Class A Common Stock	04/28/2009		S	2,000	D	\$ 84	11,968	D	
Class A Common Stock	04/28/2009		S	4,333	D	\$ 85.01 (3)	7,635	D	
Class A Common Stock	04/28/2009		G V	200	D	\$ 0	345	I	By Charene A. Jones Trust

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. D
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					Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
2006 Stock Options - Right to Purchase	\$ 22	04/24/2009	M		2,000	01/25/2009 01/25/2013	Class A Common Stock	2,000
2006 Stock Options - Right to Purchase	\$ 22	04/27/2009	M		6,000	01/25/2009 01/25/2013	Class A Common Stock	6,000
2006 Stock Options - Right to Purchase	\$ 22	04/28/2009	M		2,000	01/25/2009 01/25/2013	Class A Common Stock	2,000
2006 Stock Options - Right to Purchase	\$ 22.35	04/28/2009	M		4,333	07/14/2007 07/14/2010	Class A Common Stock	4,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jones Rex A 1401 WYNKOOP STREET, SUITE 500 DENVER, CO 80202			Chief Development Officer	

Signatures

/s/ Rex Jones 04/28/2009
 **Signature of Date
 Reporting Person

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).
 Reflects a weighted-average price. Actual sale prices ranged from \$82.11 to \$82.24 per share. The filing person undertakes to furnish to
 (1) the issuer, any requesting shareholder of the issuer, or the staff of the Securities and Exchange Commission complete information regarding the number of shares sold at each separate price.
 Reflects a weighted-average price. Actual sale prices ranged from \$84.00 to \$85.00 per share. The filing person undertakes to furnish to
 (2) the issuer, any requesting shareholder of the issuer, or the staff of the Securities and Exchange Commission complete information regarding the number of shares sold at each separate price.

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- Reflects a weighted-average price. Actual sale prices ranged from \$85.00 to \$85.13 per share. The filing person undertakes to furnish to
- (3) the issuer, any requesting shareholder of the issuer, or the staff of the Securities and Exchange Commission complete information regarding the number of shares sold at each separate price.

- A Form 4 filed on the reporting person's behalf on October 27, 2008 incorrectly reported a sale of shares beneficial owned indirectly by
- (4) the reporting person as a sale of directly-owned shares. The number of shares reported as beneficially owned on these lines corrects the error.

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.