

CHIPOTLE MEXICAN GRILL INC
 Form 4/A
 November 13, 2007

FORM 4

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

OMB APPROVAL

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

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 *
 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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/02/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

DENVER, CO 80202

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/02/2007

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 Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Class B Common Stock ⁽¹⁾ | 11/02/2007 | | S | | \$ 115.76 | D | |
| Class B Common Stock ⁽¹⁾ | 11/02/2007 | | S | | \$ 115.78 | D | |
| Class B Common Stock ⁽¹⁾ | 11/02/2007 | | S | | \$ 115.79 | D | |
| Class B Common | 11/02/2007 | | S | | \$ 115.8 | D | |

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| | | | | | | | |
|---------------------------------------|------------|---|-------|---|--------------|---------|---|
| Stock <u>(1)</u> | | | | | | | |
| Class B Common Stock <u>(1)</u> | 11/02/2007 | S | 650 | D | \$ 115.81 | 531,350 | D |
| Class B Common Stock <u>(1)</u> | 11/02/2007 | S | 100 | D | \$ 115.84 | 531,250 | D |
| Class B Common Stock <u>(1)</u> | 11/02/2007 | S | 500 | D | \$ 115.86 | 530,750 | D |
| Class B Common Stock <u>(1)</u> | 11/02/2007 | S | 400 | D | \$ 115.87 | 530,350 | D |
| Class B Common Stock <u>(1)</u> | 11/02/2007 | S | 300 | D | \$ 115.88 | 530,050 | D |
| Class B Common Stock <u>(1)</u> | 11/02/2007 | S | 100 | D | \$ 115.89 | 529,950 | D |
| Class B Common Stock <u>(1)</u> | 11/02/2007 | S | 100 | D | \$ 115.9 | 529,850 | D |
| Class B Common Stock <u>(1)</u> | 11/02/2007 | S | 100 | D | \$ 115.91 | 529,750 | D |
| Class B Common Stock <u>(1)</u> | 11/02/2007 | S | 800 | D | \$ 116 | 528,950 | D |
| Class B Common Stock <u>(1)</u> | 11/02/2007 | S | 100 | D | \$ 116.02 | 528,850 | D |
| Class B Common Stock <u>(1)</u> | 11/02/2007 | S | 100 | D | \$ 116.03 | 528,750 | D |
| Class B Common Stock <u>(1)</u> | 11/02/2007 | S | 1,500 | D | \$ 116.05 | 527,250 | D |
| Class B Common Stock <u>(1)</u> | 11/02/2007 | S | 200 | D | \$ 116.06 | 527,050 | D |
| Class B Common Stock <u>(1)</u> | 11/02/2007 | S | 200 | D | \$ 116.1 | 526,850 | D |

Class B
 Common Stock ⁽¹⁾ 11/02/2007 S 100 D \$ 118.68 526,750 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Owned Following Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

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

Signatures

/s/ Bryant S. "Corky" Messner, as attorney-in-fact 11/12/2007
 **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).
- (1) These transactions were inadvertently omitted from Forms 4 originally filed on the reporting person's behalf on November 2, 2007.
 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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