

Ells Steve
Form 4
September 03, 2010

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
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(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]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1401 WYNKOOP STREET, SUITE
500

3. Date of Earliest Transaction
(Month/Day/Year)
09/01/2010

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman & Co-CEO

(Street)
DENVER, CO 80202

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

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/01/2010		M ⁽¹⁾	50,000	A \$ 63.89 315,761	D	
Common Stock	09/01/2010		S ⁽¹⁾	10,000	D \$ 155.09 305,761	D	
Common Stock	09/01/2010		S ⁽¹⁾	10,000	D \$ 156.15 295,761	D	
Common Stock	09/01/2010		S ⁽¹⁾	10,000	D \$ 157.05 285,761	D	

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Common Stock	09/01/2010	S ⁽¹⁾	10,000	D	(4)	275,761	D
					\$ 158.01		
Common Stock	09/01/2010	S ⁽¹⁾	10,000	D	(5)	265,761	D
					\$ 159.03		
Common Stock	09/02/2010	M ⁽¹⁾	30,000	A	(6)	295,761	D
Common Stock	09/02/2010	S ⁽¹⁾	8,100	D	(7)	287,661	D
					\$ 160.42		
Common Stock	09/02/2010	S ⁽¹⁾	11,900	D	(8)	275,761	D
					\$ 161.18		
Common Stock	09/02/2010	S ⁽¹⁾	10,000	D	(9)	265,761	D
					\$ 162.13		

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)	Amount or Number of Share
2007 Employee Stock Option - Right to Buy	\$ 63.89	09/01/2010		M ⁽¹⁾	50,000	02/20/2010 02/20/2014	Common Stock	50,000
2007 Employee	\$ 63.89	09/02/2010		M ⁽¹⁾	30,000	02/20/2010 02/20/2014	Common Stock	30,000

Stock
Option -
Right to
Buy

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ells Steve 1401 WYNKOOP STREET, SUITE 500 DENVER, CO 80202	X		Chairman & Co-CEO	

Signatures

/s/ Michael McGawn, as
attorney-in-fact

09/03/2010

__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 option exercises and sales were executed under the terms of a Sales Plan intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- Reflects a weighted-average price. Actual sale prices ranged from \$155.00 to \$155.20 per share. The filing person undertakes to furnish
- (2) to 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 \$156.00 to \$156.49 per share. The filing person undertakes to furnish
- (3) to 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 \$157.00 to \$157.21 per share. The filing person undertakes to furnish
- (4) to 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 \$158.00 to \$158.10 per share. The filing person undertakes to furnish
- (5) to 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 \$159.00 to \$159.11 per share. The filing person undertakes to furnish
- (6) to 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 \$160.00 to \$160.97 per share. The filing person undertakes to furnish
- (7) to 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 \$161.00 to \$161.80 per share. The filing person undertakes to furnish
- (8) to 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 \$162.00 to \$162.50 per share. The filing person undertakes to furnish
- (9) to 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.

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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