

Edgar Filing: CHIPOTLE MEXICAN GRILL INC - Form 4

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

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SEC 1474
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
2011 Performance SOSARs	\$ 268.73					02/11/2014 02/11/2018	Common Stock 37,500
2011 Stock Appreciation Rights	\$ 268.73					02/11/2014 02/11/2018	Common Stock 37,500
2012 Stock Appreciation Rights	\$ 371.63					02/06/2015 02/06/2019	Common Stock 37,500
2013 Stock Appreciation Rights	\$ 318.45					02/07/2015 ⁽²⁾ 02/07/2020	Common Stock 75,000
2014 Stock Appreciation Rights	\$ 543.2					02/03/2016 ⁽³⁾ 02/03/2021	Common Stock 87,500

Reporting Owners

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

Signatures

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

03/21/2014

__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) This stock sale was executed under the terms of a Sales Plan intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.
- (2) The 2013 Stock Appreciation Rights vest in equal installments on February 7, 2015 and February 7, 2016, subject to possible acceleration of vesting.
- (3) The 2014 Stock Appreciation Rights vest in equal amounts on February 3, 2016 and February 3, 2017, 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.
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