CHIPOTLE MEXICAN GRILL INC

Form 4 May 22, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per 0.5 response...

OMB APPROVAL

3235-0287

January 31,

OMB

Number:

Expires:

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Ells Steve		ting Person *	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) 1401 WYNK 500	(First)	(Middle) ET, SUITE	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2015	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman & Co-CEO	
	(Street)		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	
DENVER, CO 80202				Form filed by More than One Reporting Person	

able l	- Non-l	Derivative	Securities	Acquired.	Disposed	of, or	Beneficially	Owned

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	onor Dispos	4. Securities Acquired (A) for Disposed of (D) (Instr. 3, 4 and 5) (A) or		Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
C			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	05/21/2015		M <u>(1)</u>	15,000	A	\$ 318.45	122,133	D	
Common Stock	05/21/2015		M(1)	2,500	A	\$ 318.45	124,633	D	
Common Stock	05/21/2015		F(1)	9,289	D	\$ 600	115,344	D	
Common Stock	05/21/2015		S <u>(1)</u>	1,600	D	\$ 625.57 (2)	113,744	D	
	05/21/2015		S(1)	2,799	D		110,945	D	

Edgar Filing: CHIPOTLE MEXICAN GRILL INC - Form 4

Common Stock					\$ 626.77 (3)			
Common Stock	05/21/2015	S <u>(1)</u>	3,712	D	\$ 627.47 (4)	107,233	D	
Common Stock	05/21/2015	S(1)	100	D	\$ 628.32	107,133	D	
Common Stock	05/21/2015	S	12,500	D	\$ 628.11 (5)	94,633	D	
Common Stock	05/22/2015	M <u>(1)</u>	17,500	A	\$ 318.45	112,133	D	
Common Stock	05/22/2015	F(1)	8,786	D	\$ 634.31	103,347	D	
Common Stock	05/22/2015	S(1)	3,913	D	\$ 631.66 <u>(6)</u>	99,434	D	
Common Stock	05/22/2015	S(1)	3,701	D	\$ 632.45 <u>(7)</u>	95,733	D	
Common Stock	05/22/2015	S <u>(1)</u>	800	D	\$ 633.35 (8)	94,933	D	
Common Stock	05/22/2015	S(1)	300	D	\$ 634.27 (9)	94,633	D	
Common Stock						12,519	I	Ells Dynasty Trust Holdings LLC
Common Stock						99,740	I	Ells DE Trust Holdings LLC

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Edgar Filing: CHIPOTLE MEXICAN GRILL INC - Form 4

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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Sec (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title P
2013 Performance SOSARs	\$ 318.45	05/21/2015		M(1)	15,000	02/07/2015	02/07/2020	Common Stock
2013 Stock Appreciation Rights	\$ 318.45	05/21/2015		M <u>(1)</u>	2,500	02/07/2015(10)	02/07/2020	Common Stock
2013 Performance SOSARs	\$ 318.45	05/22/2015		M <u>(1)</u>	17,500	02/07/2015	02/07/2020	Common Stock
2014 Stock Appreciation Rights	\$ 543.2					02/03/2016(11)	02/03/2021	Common Stock

Reporting Owners

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

Signatures

Michael M. McGawn, attorney-in-fact 05/22/2015

**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 stock appreciation rights exercises and sales were executed under the terms of a Sales Plan intended to comply with Rule 10b5-1 under the Securities and Exchange Act of 1934, as amended.
- Reflects a weighted-average price. Actual sales prices ranged from \$625.07 to \$625.95 per share. The filing person undertakes to furnish 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.
- (3) Reflects a weighted-average price. Actual sales prices ranged from \$626.15 to \$627.13 per share. The filing person undertakes to furnish to the issuer, any requesting shareholder of the issuer, or the staff of the Securities and Exchange Commission complete information

Reporting Owners 3

Edgar Filing: CHIPOTLE MEXICAN GRILL INC - Form 4

regarding the number of shares sold at each separate price.

- Reflects a weighted-average price. Actual sales prices ranged from \$627.16 to \$628.03 per share. The filing person undertakes to furnish 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 sales prices ranged from \$628.00 to \$628.99 per share. The filing person undertakes to furnish 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 sales prices ranged from \$631.00 to \$632.00 per share. The filing person undertakes to furnish 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 sales prices ranged from \$632.01 to \$632.99 per share. The filing person undertakes to furnish 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 sales prices ranged from \$633.03 to \$634.10 per share. The filing person undertakes to furnish 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 sales prices ranged from \$634.20 to \$634.39 per share. The filing person undertakes to furnish 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.
- (10) The 37,500 2013 Stock Appreciation Rights remaining beneficially owned are scheduled to vest on February 7, 2016, subject to possible acceleration of vesting.
- (11) The 2014 Stock Appreciation Rights are scheduled to vest in equal installments 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. 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.