

CHIPOTLE MEXICAN GRILL INC

Form 4

August 06, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wilner Robert D

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)
08/02/2007

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Chief Administrative Officer

DENVER, CO 80202

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

(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)
			Code	V	Amount (A) or (D)	Price	
Class A Common Stock	08/02/2007		M		10,000	A \$ 17.49 52,000	D
Class A Common Stock	08/02/2007		S		2,400	D \$ 100 49,600	D
Class A Common Stock	08/02/2007		S		300	D \$ 100.01 49,300	D
Class A Common	08/02/2007		S		800	D \$ 100.04 48,500	D

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Stock

Class A Common Stock	08/02/2007	S	700	D	\$ 100.09	47,800	D
Class A Common Stock	08/02/2007	S	200	D	\$ 100.11	47,600	D
Class A Common Stock	08/02/2007	S	100	D	\$ 100.21	47,500	D
Class A Common Stock	08/02/2007	S	100	D	\$ 100.23	47,400	D
Class A Common Stock	08/02/2007	S	200	D	\$ 100.25	47,200	D
Class A Common Stock	08/02/2007	S	200	D	\$ 100.26	47,000	D
Class A Common Stock	08/02/2007	S	300	D	\$ 100.33	46,700	D
Class A Common Stock	08/02/2007	S	400	D	\$ 100.37	46,300	D
Class A Common Stock	08/02/2007	S	100	D	\$ 100.38	46,200	D
Class A Common Stock	08/02/2007	S	700	D	\$ 100.4	45,500	D
Class A Common Stock	08/02/2007	S	500	D	\$ 100.44	45,000	D
Class A Common Stock	08/02/2007	S	300	D	\$ 100.45	44,700	D
Class A Common Stock	08/02/2007	S	90	D	\$ 100.46	44,610	D
Class A Common Stock	08/02/2007	S	710	D	\$ 100.49	43,900	D

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Class A Common Stock	08/02/2007	S	900	D	\$ 100.51	43,000	D
Class A Common Stock	08/02/2007	S	400	D	\$ 100.53	42,600	D
Class A Common Stock	08/02/2007	S	600	D	\$ 100.55	42,000	D

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2003 Stock Option-Right to Purchase	\$ 17.49	08/02/2007		M		10,000		05/01/2006	11/01/2008	Class A Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wilner Robert D 1543 WAZEE STREET SUITE 200 DENVER, CO 80202	Chief Administrative Officer

Signatures

/s/ Robert D.
Wilner 08/02/2007

**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).

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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