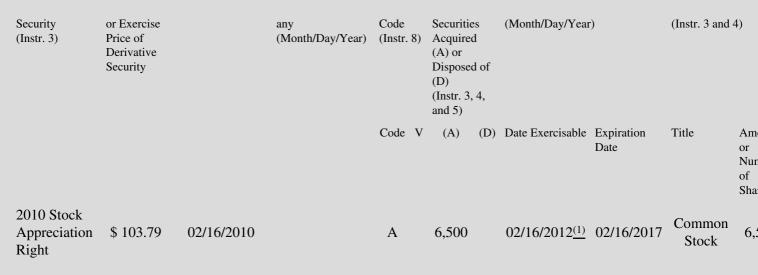
#### Edgar Filing: Anderson Robin S - Form 4

Form 4									
February 18, 2010		STATES	SECU	RITIES AND F	XCHANGE	COMMISSION	т	PPROVAL	
		SIAILS		shington, D.C.			OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP C 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 Sec 30(h) of the Investment Company Act of 1940					nge Act of 1934, of 1935 or Sectio	Estimated average burden hours per response 0.5			
(Print or Type Respo	nses)								
1. Name and Address of Reporting Person <u>*</u> Anderson Robin S			2. Issuer Name and Ticker or Trading Symbol 5. Relat Issuer CHIPOTLE MEXICAN GRILL INC [CMG]			Issuer C	ionship of Reporting Person(s) to (Check all applicable)		
(Last) ( 1401 WYNKOO 500		Middle) SUITE	(Molitil/Day/Tear) below)			e title 10% Owner below) /Chief Accntng Offcr			
DENVER, CO 8	Street) 0202			endment, Date Orig onth/Day/Year)	inal	6. Individual or J Applicable Line) _X_ Form filed by Form filed by Person		erson	
(City) (	(State)	(Zip)	Tab	ole I - Non-Derivat	ive Securities A	cquired, Disposed o	of, or Beneficia	lly Owned	
	ansaction Date th/Day/Year)	Execution any	Date, if	<ul> <li>3. 4. Sect TransactionAcquit Code Dispos (Instr. 8) (Instr.</li> <li>Code V Amou</li> </ul>	red (A) or sed of (D) 3, 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report on	a separate line	e for each cl	ass of sec	-	-	-			
				info req dis	ormation cont uired to resp	spond to the colle- ained in this form ond unless the for ntly valid OMB co	are not rm	SEC 1474 (9-02)	
	Tab			curities Acquired, I ls, warrants, option		Beneficially Owned securities)	I		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Secur

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Anderson Robin S 1401 WYNKOOP STREET, SUITE 500 DENVER, CO 80202			Controller/Chief Accntng Offcr				

### **Signatures**

/s/ Rob Anderson 02/18/2010

<u>\*\*</u>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) The Stock Appreciation Rights awarded to the reporting person vest in equal amounts on the second and third anniversaries of the grant date, 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.