CHIPOTLE MEXICAN GRILL INC
Form 4
August 02, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ells Steve

(Last) (First) (Middle)

1401 WYNKOOP STREET, SUITE 500

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CHIPOTLE MEXICAN GRILL INC [CMG]

3. Date of Earliest Transaction (Month/Day/Year)
07/25/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/25/2013		G[(1)]	V	12,934	D	$ 0	12,934	I	Ells Dynasty Trust Holdings LLC
Common Stock	07/25/2013		G[(1)]	V	99,740	D	$ 0	99,740	I	Ells DE Trust Holdings LLC
Common Stock	07/31/2013		M		37,500	A	$ 103.79	174,208 [(2)]	D	

Common Stock	07/31/2013		F	9,441	D	$ 412.27	164,767	D
Common Stock	08/01/2013		S	7,919	D	$ 413.69 (3)	156,848	D
Common Stock	08/01/2013		S	7,239	D	$ 414.52 (4)	149,609	D
Common Stock	08/01/2013		S	6,287	D	$ 415.53 (5)	143,322	D
Common Stock	08/01/2013		S	5,414	D	$ 416.65 (6)	137,908	D
Common Stock	08/01/2013		S	1,200	D	$ 417.51 (7)	136,708	D
Common Stock	08/02/2013		S	2,310	D	$ 411.31 (8)	134,398	D

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

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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 Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A o N o
2010 Stock Appreciation Rights	$ 103.79	08/01/2013		M			37,500	02/16/2013	02/16/2017	Common Stock	3
2011 Stock Appreciation Rights	$ 268.73							02/11/2013(9)	02/11/2018	Common Stock	7

2011 Performance SOSARs	$ 268.73		02/11/2013	02/11/2018	Common Stock
2012 Stock Appreciation Rights	$ 371.63		02/06/2014(10)	02/06/2019	Common Stock
2013 Stock Appreciation Rights	$ 318.45		02/07/2015(11)	02/07/2020	Common Stock

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	08/02/2013
**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 transactions involved transfers of shares of common stock of Chipotle Mexican Grill, Inc. that were previously owned directly by the reporting person to limited liability companies of which the reporting person is the sole manager, and the membership interests in which are held by the named trusts, of which the reporting person is a potential beneficiary.

(2) Includes 2,310 shares of common stock held in an irrevocable trust of which the reporting person is the sole trustee and beneficiary. These shares were inadvertently omitted from previous reports filed under Section 16(a) by the reporting person.

(3) Reflects a weighted-average price. Actual sale prices ranged from $413.12 to $414.11 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.

(4) Reflects a weighted-average price. Actual sale prices ranged from $414.12 to $415.07 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.

(5) Reflects a weighted-average price. Actual sale prices ranged from $415.12 to $416.04 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.

(6) Reflects a weighted-average price. Actual sale prices ranged from $416.19 to $417.18 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.

(7) Reflects a weighted-average price. Actual sale prices ranged from $417.21 to $418.01 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.

(8)

Reflects a weighted-average price. Actual sale prices ranged from $411.01 to $412.01 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.

(9) The 2011 Stock Appreciation Rights vest in equal installments on February 11, 2013 and February 11, 2014, subject to possible acceleration of vesting.

(10) The 2012 Stock Appreciation Rights vest in equal installments on February 6, 2014 and February 6, 2015, subject to possible acceleration of vesting.

(11) The 2013 Stock Appreciation Rights vest in equal installments on February 7, 2015 and February 7, 2016, 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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