

CHIPOTLE MEXICAN GRILL INC
Form 4
September 17, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ells Steve

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) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

1401 WYNKOOP STREET, SUITE 500

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

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

DENVER, CO 80202

(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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------------|---|---------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 09/10/2013 | | G ⁽¹⁾ | V | 415 | A | \$ 0 | 12,519 | I | Ells Dynasty Trust Holdings LLC |
| Common Stock | 09/13/2013 | | M ⁽²⁾ | | 37,500 | A | \$ 103.79 | 172,043 ⁽³⁾ | D | |
| Common Stock | 09/13/2013 | | F ⁽²⁾ | | 9,151 | D | \$ 425.34 | 162,892 | D | |
| Common Stock | 09/16/2013 | | S ⁽²⁾ | | 7,568 | D | \$ | 155,324 | D | |

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| | | | | | | | | |
|--------------|------------|------|--------|---|---------------------|---------|---|----------------------------|
| Stock | | | | | 422.05 (4) | | | |
| Common Stock | 09/16/2013 | S(2) | 14,417 | D | \$ 422.9 (5) | 140,907 | D | |
| Common Stock | 09/16/2013 | S(2) | 2,427 | D | \$ 423.83 (6) | 138,480 | D | |
| Common Stock | 09/16/2013 | S(2) | 2,600 | D | \$ 425.13 (7) | 135,880 | D | |
| Common Stock | 09/16/2013 | S(2) | 1,337 | D | \$ 425.94 (8) | 134,543 | D | |
| 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.

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| 2010 Stock Appreciation Rights | \$ 103.79 | 09/13/2013 | | M(2) | 37,500 | 02/16/2013 | 02/16/2017 | Common Stock |
| 2011 Stock Appreciation Rights | \$ 268.73 | | | | | 02/11/2013(9) | 02/11/2018 | Common Stock |
| 2011 Performance SOSARs | \$ 268.73 | | | | | 02/11/2013 | 02/11/2018 | Common Stock |

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- (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.

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