

CHIPOTLE MEXICAN GRILL INC
Form 4
October 03, 2006

FORM 4

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

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).

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)
1543 WAZEE STREET, SUITE 200

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/03/2006

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

DENVER, CO 80202

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

(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 (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 10/03/2006 | | C ⁽¹⁾ | | 5,000 A \$ 5,100 | D | |
| Class A Common Stock | 10/03/2006 | | S ⁽²⁾ | | 5,000 D \$ 50 100 | D | |

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

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SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Class B Common Stock | \$ 0 | 10/03/2006 | | C ⁽³⁾ | 5,000 | <u>(3)</u> / <u>(3)</u> | Class A Common Stock <u>(3)</u> | 5,000 \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ells Steve 1543 WAZEE STREET, SUITE 200 DENVER, CO 80202 | X | | Chairman & CEO | |

Signatures

/s/ Michael McGawn, as
Attorney-In-Fact

10/02/2006

**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) In connection with the sale of an aggregate of 5,000 shares of Class A Common Stock of Chipotle Mexican Grill, Inc. by the reporting person, an equal number of shares of Class B Common Stock of Chipotle owned by the reporting person automatically converted into shares of Class A Common Stock on a share-for-share basis. See Note 3.

(2) These sales of Class A Common Stock were executed under the terms of a Sales Plan intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended.

(3) Shares of Chipotle's Class B Common Stock are convertible, at any time prior to completion of a tax-free distribution of Class B Common Stock by McDonald's Corporation, at the holder's option on a one-for-one basis into shares of Class A Common Stock, and have no expiration date. The Class B Common Stock automatically converts into Class A Common Stock upon any sale prior to a McDonald's tax-free distribution. Class B Common Stock generally has identical rights as Class A Common Stock, except that holders of Class A Common Stock are entitled to one vote per share while holders of Class B Common Stock are entitled, with certain exceptions, to ten votes per share.

(4) Forms 4 filed on the reporting person's behalf on September 20, 2006 and September 28, 2006 incorrectly reported in Table II the total number of shares of Class B Common Stock beneficially owned by the reporting person. The correct numbers were 980,050 and 975,050 shares of Class B Common Stock, respectively.

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