

CHIPOTLE MEXICAN GRILL INC
 Form 4
 February 11, 2014

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

(Last) (First) (Middle)
 1401 WYNKOOP STREET, SUITE 500
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/07/2014

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 02/07/2014 | | M | 37,500 A \$ 371.63 | 189,715 | D | |
| Common Stock | 02/07/2014 | | F | 25,338 D \$ 550.01 | 164,377 | D | |
| Common Stock | 02/07/2014 | | S | 12,162 D \$ 550.01 | 152,215 | D | |
| Common Stock | 02/10/2014 | | M | 37,500 A \$ 371.63 | 189,715 | D | |
| Common Stock | 02/10/2014 | | F | 25,372 D \$ 549.29 | 164,343 | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|-------------------------|---------|---|---------------------------------|
| Common Stock | 02/10/2014 | S | 4,100 | D | \$ 548.06 <u>(1)</u> | 160,243 | D | |
| Common Stock | 02/10/2014 | S | 900 | D | \$ 548.75 | 159,343 | D | |
| Common Stock | 02/10/2014 | S | 7,128 | D | \$ 550 | 152,215 | D | |
| Common Stock | | | | | | 12,519 | I | Ells Dynasty Trust Holdings LLC |
| 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|---------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |
| 2012 Stock Appreciation Rights | \$ 371.63 | 02/07/2014 | | M | 37,500 | 02/06/2014 ⁽²⁾ | 02/06/2019 | Common Stock | 37,500 |
| 2012 Performance SOSARs | \$ 371.63 | 02/10/2014 | | M | 37,500 | 02/06/2014 | 02/06/2019 | Common Stock | 37,500 |
| 2011 Performance SOSARs | \$ 268.73 | | | | | 02/11/2014 | 02/11/2018 | Common Stock | 37,500 |
| | \$ 268.73 | | | | | 02/11/2014 | 02/11/2018 | | 37,500 |

