CHIPOTLE MEXICAN GRILL INC
Form 4
May 22, 2015

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

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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)
05/21/2015

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 & Co-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	05/21/2015		M[(1)]		15,000	A	$ 318.45	122,133	D	
Common Stock	05/21/2015		M[(1)]		2,500	A	$ 318.45	124,633	D	
Common Stock	05/21/2015		F[(1)]		9,289	D	$ 600	115,344	D	
Common Stock	05/21/2015		S[(1)]		1,600	D	$ 625.57 [(2)]	113,744	D	
	05/21/2015		S[(1)]		2,799	D		110,945	D	

Common Stock					$ 626.77 (3)			
Common Stock	05/21/2015	S(1)	3,712	D	$ 627.47 (4)	107,233	D	
Common Stock	05/21/2015	S(1)	100	D	$ 628.32	107,133	D	
Common Stock	05/21/2015	S	12,500	D	$ 628.11 (5)	94,633	D	
Common Stock	05/22/2015	M(1)	17,500	A	$ 318.45	112,133	D	
Common Stock	05/22/2015	F(1)	8,786	D	$ 634.31	103,347	D	
Common Stock	05/22/2015	S(1)	3,913	D	$ 631.66 (6)	99,434	D	
Common Stock	05/22/2015	S(1)	3,701	D	$ 632.45 (7)	95,733	D	
Common Stock	05/22/2015	S(1)	800	D	$ 633.35 (8)	94,933	D	
Common Stock	05/22/2015	S(1)	300	D	$ 634.27 (9)	94,633	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.

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SEC 1474 (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 Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A o N o
2013 Performance SOSARs	$ 318.45	05/21/2015		M[(1)]		15,000		02/07/2015	02/07/2020	Common Stock	
2013 Stock Appreciation Rights	$ 318.45	05/21/2015		M[(1)]		2,500		02/07/2015[(10)]	02/07/2020	Common Stock	
2013 Performance SOSARs	$ 318.45	05/22/2015		M[(1)]		17,500		02/07/2015	02/07/2020	Common Stock	
2014 Stock Appreciation Rights	$ 543.2							02/03/2016[(11)]	02/03/2021	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 & Co-CEO	

Signatures

Michael M. McGawn, attorney-in-fact	05/22/2015
**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 stock appreciation rights exercises and sales were executed under the terms of a Sales Plan intended to comply with Rule 10b5-1 under the Securities and Exchange Act of 1934, as amended.

(2) Reflects a weighted-average price. Actual sales prices ranged from $625.07 to $625.95 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.

(3) Reflects a weighted-average price. Actual sales prices ranged from $626.15 to $627.13 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 sales prices ranged from $627.16 to $628.03 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 sales prices ranged from $628.00 to $628.99 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 sales prices ranged from $631.00 to $632.00 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 sales prices ranged from $632.01 to $632.99 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 sales prices ranged from $633.03 to $634.10 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) Reflects a weighted-average price. Actual sales prices ranged from $634.20 to $634.39 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.

(10) The 37,500 2013 Stock Appreciation Rights remaining beneficially owned are scheduled to vest on February 7, 2016, subject to possible acceleration of vesting.

(11) The 2014 Stock Appreciation Rights are scheduled to vest in equal installments on February 3, 2016 and February 3, 2017, 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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