

CHIPOTLE MEXICAN GRILL INC
 Form 4/A
 November 13, 2007

FORM 4

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

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).

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/CMG.B]

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)
 11/06/2007

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

DENVER, CO 80202

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/06/2007

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 or Price		
Class B Common Stock ⁽¹⁾	11/05/2007		S		5 D \$ 114.6	526,745	D
Class B Common Stock ⁽¹⁾	11/05/2007		S		5,195 D \$ 115	521,550	D
Class B Common Stock ⁽¹⁾	11/05/2007		S		600 D \$ 115.01	520,950	D
Class B Common	11/05/2007		S		1,000 D \$ 115.02	519,950	D

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Stock ⁽¹⁾							
Class B Common Stock ⁽¹⁾	11/05/2007	S	300	D	\$ 115.03	519,650	D
Class B Common Stock ⁽¹⁾	11/05/2007	S	700	D	\$ 115.04	518,950	D
Class B Common Stock ⁽¹⁾	11/05/2007	S	1,200	D	\$ 115.05	517,750	D
Class B Common Stock ⁽¹⁾	11/05/2007	S	400	D	\$ 115.06	517,350	D
Class B Common Stock ⁽¹⁾	11/05/2007	S	100	D	\$ 115.07	517,250	D
Class B Common Stock ⁽¹⁾	11/05/2007	S	400	D	\$ 115.09	516,850	D
Class B Common Stock ⁽¹⁾	11/05/2007	S	800	D	\$ 115.1	516,050	D
Class B Common Stock ⁽¹⁾	11/05/2007	S	100	D	\$ 115.11	515,950	D
Class B Common Stock ⁽¹⁾	11/05/2007	S	500	D	\$ 115.12	515,450	D
Class B Common Stock ⁽¹⁾	11/05/2007	S	100	D	\$ 115.13	515,350	D
Class B Common Stock ⁽¹⁾	11/05/2007	S	100	D	\$ 115.14	515,250	D
Class B Common Stock ⁽¹⁾	11/05/2007	S	200	D	\$ 115.15	515,050	D
Class B Common Stock ⁽¹⁾	11/05/2007	S	400	D	\$ 115.2	514,650	D

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**

SEC 1474
(9-02)

