

CHIPOTLE MEXICAN GRILL INC
Form 4
June 01, 2007

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/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)
05/31/2007

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 B Common Stock	05/31/2007		S ⁽¹⁾	200	D \$ 80.49	770,850	D
Class B Common Stock	05/31/2007		S ⁽¹⁾	300	D \$ 80.4	770,550	D
Class B Common Stock	05/31/2007		S ⁽¹⁾	500	D \$ 80.34	770,050	D
Class B Common	05/31/2007		S ⁽¹⁾	100	D \$ 80.23	769,950	D

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Stock								
Class B Common Stock	05/31/2007	<u>S⁽¹⁾</u>	500	D	\$ 80.21	769,450	D	
Class B Common Stock	05/31/2007	<u>S⁽¹⁾</u>	100	D	\$ 80.14	769,350	D	
Class B Common Stock	05/31/2007	<u>S⁽¹⁾</u>	100	D	\$ 80.1	769,250	D	
Class B Common Stock	05/31/2007	<u>S⁽¹⁾</u>	100	D	\$ 80.07	769,150	D	
Class B Common Stock	05/31/2007	<u>S⁽¹⁾</u>	200	D	\$ 80.06	768,950	D	
Class B Common Stock	05/31/2007	<u>S⁽¹⁾</u>	1,000	D	\$ 80.03	767,950	D	
Class B Common Stock	05/31/2007	<u>S⁽¹⁾</u>	200	D	\$ 80.02	767,750	D	
Class B Common Stock	05/31/2007	<u>S⁽¹⁾</u>	400	D	\$ 80.01	767,350	D	
Class B Common Stock	05/31/2007	<u>S⁽¹⁾</u>	900	D	\$ 80	766,450	D	
Class B Common Stock	05/31/2007	<u>S⁽¹⁾</u>	200	D	\$ 79.97	766,250	D	
Class B Common Stock	05/31/2007	<u>S⁽¹⁾</u>	100	D	\$ 79.94	766,150	D	
Class B Common Stock	05/31/2007	<u>S⁽¹⁾</u>	500	D	\$ 79.92	765,650	D	
Class B Common Stock	05/31/2007	<u>S⁽¹⁾</u>	100	D	\$ 79.83	765,550	D	
Class B Common Stock	05/31/2007	<u>S⁽¹⁾</u>	100	D	\$ 79.75	765,450	D	

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- (1) These sales of Class B 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.