

CHIPOTLE MEXICAN GRILL INC

Form 4

May 20, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(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)  
1401 WYNKOOP STREET, SUITE  
500

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/18/2015

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) Chairman & Co-CEO

(Street)  
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	05/18/2015		M <sup>(1)</sup>		5,000	A	\$ 318.45	124,633	D
Common Stock	05/18/2015		M <sup>(1)</sup>		12,500	A	\$ 371.63	137,133	D
Common Stock	05/18/2015		F <sup>(1)</sup>		10,397	D	\$ 600	126,736	D
Common Stock	05/18/2015		S <sup>(1)</sup>		2,346	D	\$ 631.77	124,390	D
Common Stock	05/18/2015		S <sup>(1)</sup>		2,757	D	\$ 631.66	121,633	D

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					<u>(2)</u>		
Common Stock	05/18/2015	<u>S<sup>(1)</sup></u>	2,000	D	\$ 633.16 <u>(3)</u>	119,633	D
Common Stock	05/19/2015	<u>M<sup>(1)</sup></u>	17,500	A	\$ 318.45	137,133	D
Common Stock	05/19/2015	<u>F<sup>(1)</sup></u>	9,289	D	\$ 600	127,844	D
Common Stock	05/19/2015	<u>S<sup>(1)</sup></u>	6,713	D	\$ 635.2 <u>(4)</u>	121,131	D
Common Stock	05/19/2015	<u>S<sup>(1)</sup></u>	1,398	D	\$ 636.03 <u>(5)</u>	119,733	D
Common Stock	05/19/2015	<u>S<sup>(1)</sup></u>	100	D	\$ 636.93	119,633	D
Common Stock	05/20/2015	<u>M<sup>(1)</sup></u>	17,500	A	\$ 318.45	137,133	D
Common Stock	05/20/2015	<u>F<sup>(1)</sup></u>	9,289	D	\$ 600	127,844	D
Common Stock	05/20/2015	<u>S<sup>(1)</sup></u>	1,260	D	\$ 628.43 <u>(6)</u>	126,584	D
Common Stock	05/20/2015	<u>S<sup>(1)</sup></u>	1,551	D	\$ 629.95 <u>(7)</u>	125,033	D
Common Stock	05/20/2015	<u>S<sup>(1)</sup></u>	2,000	D	\$ 630.65 <u>(8)</u>	123,033	D
Common Stock	05/20/2015	<u>S<sup>(1)</sup></u>	900	D	\$ 631.72 <u>(9)</u>	122,133	D
Common Stock	05/20/2015	<u>S<sup>(1)</sup></u>	497	D	\$ 633.18 <u>(10)</u>	121,636	D
Common Stock	05/20/2015	<u>S<sup>(1)</sup></u>	2,003	D	\$ 634.74 <u>(11)</u>	119,633	D
Common Stock	05/20/2015	<u>S</u>	1,264	D	\$ 627.77 <u>(12)</u>	118,369	D
Common Stock	05/20/2015	<u>S</u>	2,348	D	\$ 628.41 <u>(13)</u>	116,021	D

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Common Stock	05/20/2015	S	1,171	D	\$ 629.8 (14)	114,850	D	
Common Stock	05/20/2015	S	4,107	D	\$ 630.72 (15)	110,743	D	
Common Stock	05/20/2015	S	3,610	D	\$ 631.82 (16)	107,133	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 Underlying Security (Instr. 3 and 4)
				Code	V	(A) (D)	Title
2013 Performance SOSARs	\$ 318.45	05/18/2015		M <sup>(1)</sup>	5,000	02/07/2015 02/07/2020	Common Stock
2012 Performance SOSARs	\$ 371.63	05/18/2015		M <sup>(1)</sup>	12,500	02/06/2015 02/06/2019	Common Stock
2013 Stock Appreciation Rights	\$ 318.45	05/19/2015		M <sup>(1)</sup>	17,500	02/07/2015 <sup>(17)</sup> 02/07/2020	Common Stock

2013 Stock Appreciation Rights	\$ 318.45	05/20/2015	M <sup>(1)</sup>	17,500	02/07/2015 <sup>(17)</sup>	02/07/2020	Common Stock
2014 Stock Appreciation Rights	\$ 543.2				02/03/2016 <sup>(18)</sup>	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

05/20/2015

\_\_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 \$631.26 to \$632.04 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 \$633.00 to \$633.25 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 sale prices ranged from \$634.75 to \$635.72 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 sale prices ranged from \$635.80 to \$636.61 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 \$628.04 to \$629.00 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 \$629.29 to \$630.26 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 \$630.31 to \$631.29 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 \$631.36 to \$632.06 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

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regarding the number of shares sold at each separate price.

- Reflects a weighted-average price. Actual sales prices ranged from \$632.75 to \$633.61 per share. The filing person undertakes to furnish
- (10) 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.
- Reflects a weighted-average price. Actual sales prices ranged from \$634.00 to \$634.74 per share. The filing person undertakes to furnish
- (11) 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.
- Reflects a weighted-average price. Actual sales prices ranged from \$627.10 to \$628.09 per share. The filing person undertakes to furnish
- (12) 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.
- Reflects a weighted-average price. Actual sales prices ranged from \$628.18 to \$629.00 per share. The filing person undertakes to furnish
- (13) 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.
- Reflects a weighted-average price. Actual sales prices ranged from \$629.23 to \$630.02 per share. The filing person undertakes to furnish
- (14) 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.
- Reflects a weighted-average price. Actual sales prices ranged from \$630.04 to \$631.01 per share. The filing person undertakes to furnish
- (15) 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.
- Reflects a weighted-average price. Actual sales prices ranged from \$631.11 to \$632.01 per share. The filing person undertakes to furnish
- (16) 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.
- (17) 37,500 of the 2013 Stock Appreciation Rights are scheduled to vest on February 7, 2015, subject to possible acceleration of vesting.
- (18) 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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