

CHIPOTLE MEXICAN GRILL INC

Form 4

December 22, 2006

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/CMG.B]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1543 WAZEE STREET, SUITE 200

(Street)

DENVER, CO 80202

(City) (State) (Zip)

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

12/21/2006

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

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Class B Common Stock	12/21/2006		S ⁽¹⁾		100	D \$ 52.37	919,950	D	
Class B Common Stock	12/21/2006		S ⁽¹⁾		100	D \$ 52.3	919,850	D	
Class B Common Stock	12/21/2006		S ⁽¹⁾		100	D \$ 52.24	919,750	D	
Class B Common	12/21/2006		S ⁽¹⁾		100	D \$ 52.22	919,650	D	

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Stock

Class B Common Stock	12/21/2006	<u>S⁽¹⁾</u>	100	D	\$ 52.21	919,550	D
Class B Common Stock	12/21/2006	<u>S⁽¹⁾</u>	400	D	\$ 52.2	919,150	D
Class B Common Stock	12/21/2006	<u>S⁽¹⁾</u>	100	D	\$ 52.19	919,050	D
Class B Common Stock	12/21/2006	<u>S⁽¹⁾</u>	200	D	\$ 52.18	918,850	D
Class B Common Stock	12/21/2006	<u>S⁽¹⁾</u>	500	D	\$ 52.16	918,350	D
Class B Common Stock	12/21/2006	<u>S⁽¹⁾</u>	800	D	\$ 52.15	917,550	D
Class B Common Stock	12/21/2006	<u>S⁽¹⁾</u>	100	D	\$ 52.14	917,450	D
Class B Common Stock	12/21/2006	<u>S⁽¹⁾</u>	200	D	\$ 52.13	917,250	D
Class B Common Stock	12/21/2006	<u>S⁽¹⁾</u>	700	D	\$ 52.1	916,550	D
Class B Common Stock	12/21/2006	<u>S⁽¹⁾</u>	100	D	\$ 52.05	916,450	D
Class B Common Stock	12/21/2006	<u>S⁽¹⁾</u>	300	D	\$ 52.03	916,150	D
Class B Common Stock	12/21/2006	<u>S⁽¹⁾</u>	100	D	\$ 52.02	916,050	D
Class B Common Stock	12/21/2006	<u>S⁽¹⁾</u>	800	D	\$ 52	915,250	D
Class B Common Stock	12/21/2006	<u>S⁽¹⁾</u>	200	D	\$ 51.99	915,050	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V	(A)	(D)	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Ells Steve 1543 WAZEE STREET, SUITE 200 DENVER, CO 80202	X Chairman & CEO

Signatures

/s/ Michael McGawn, as
Attorney-In-Fact 12/22/2006

__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 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.

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