

CHIPOTLE MEXICAN GRILL INC

Form 4

April 23, 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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hartung Jack

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)  
04/21/2015

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Chief Financial Officer

(Street)  
DENVER, CO 80202

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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	04/21/2015		M <sup>(1)</sup>		12,500	A	\$ 268.73	42,892	D
Common Stock	04/21/2015		M <sup>(1)</sup>		2,500	A	\$ 268.73	45,392	D
Common Stock	04/21/2015		F <sup>(1)</sup>		1,948	D	\$ 690	43,444	D
Common Stock	04/21/2015		F <sup>(1)</sup>		1,934	D	\$ 695	41,510	D
Common Stock	04/21/2015		F <sup>(1)</sup>		1,924	D	\$ 699	39,586	D

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Common Stock	04/21/2015	S <sup>(1)</sup>	3,052	D	\$ 690	36,534	D	
Common Stock	04/21/2015	S <sup>(1)</sup>	3,066	D	\$ 695	33,468	D	
Common Stock	04/21/2015	S <sup>(1)</sup>	3,076	D	\$ 699	30,392	D	
Common Stock						72	I	By children

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 required to respond unless the form displays a currently valid OMB control number.**

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 Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Underlying Securities
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
2011 Performance SOSARs	\$ 268.73	04/21/2015		M <sup>(1)</sup>	12,500	02/11/2013	02/11/2018	Common Stock 1
2011 Stock Appreciation Rights	\$ 268.73	04/21/2015		M <sup>(1)</sup>	2,500	02/11/2014	02/11/2018	Common Stock 2
2012 Stock Appreciation Rights	\$ 371.63					02/06/2014	02/06/2019	Common Stock 2
2012 Performance SOSARs	\$ 371.63					02/06/2014	02/06/2019	Common Stock 2
2013 Stock Appreciation Rights	\$ 318.45					02/07/2015 <sup>(2)</sup>	02/07/2020	Common Stock 2
2013 Performance	\$ 318.45					02/07/2015	02/07/2020	Common Stock 1

SOSARs

2014 Stock

Appreciation \$ 543.2

Rights

02/03/2016<sup>(3)</sup> 02/03/2021Common  
Stock 3

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hartung Jack 1401 WYNKOOP STREET, SUITE 500 DENVER, CO 80202			Chief Financial Officer	

## Signatures

Michael M. McGawn, as  
attorney-in-fact

04/23/2015

\_\_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) One half of the 2013 Stock Appreciation Rights vested on February 7, 2015 and the remaining half are scheduled to vest on February 7, 2016, subject to possible acceleration of vesting.
- (3) 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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