CHIPOTLE MEXICAN GRILL INC

Form 4

November 06, 2007

FORM 4	1							OMB AF	PPROVAL		
1 OI livi -	UNITE	D STATES			AND EXCH n, D.C. 2054		COMMISSION	OMB Number:	3235-0287		
Check this be				Ü				Expires:	January 31,		
subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Estimated a burden hou response	~		
obligations may continue	may continue. See Instruction See Instruction See Instruction See Instruction Section 17(a) of the Public Offinity Holding Company Act of 1933 of Section 30(h) of the Investment Company Act of 1940										
(Print or Type Resp	oonses)										
1. Name and Addr Ells Steve	ess of Reportin	ng Person *	Symbol		nd Ticker or Tr	-	5. Relationship of Issuer	Reporting Pers	son(s) to		
				CMG.B	EXICAN GR 	CILL INC	(Chec	k all applicable)		
(Last)	(First)	(Middle)		f Earliest ' Day/Year)	Transaction		_X_ Director _X_ Officer (give		Owner er (specify		
1543 WAZEE	STREET, S	UITE 200	11/05/2	•			below)	below) irman & CEO			
	(Street)			endment, I nth/Day/Ye	Oate Original ear)		6. Individual or Jo Applicable Line) _X_ Form filed by O	-			
DENVER, CO	80202						Form filed by M				
(City)	(State)	(Zip)	Tab	le I - Non-	-Derivative Se	curities Acq	uired, Disposed of	f, or Beneficial	ly Owned		
	Transaction D			3.	4. Securities	-	5. Amount of	6.	7. Nature of		

(City)	(State)	Tabl	e I - Non-L	Derivative	Secui	ities Acqui	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	spose 4 and	d of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class B			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	11/05/2007		S <u>(1)</u>	400	D	\$ 114.44	636,750	D	
Class B Common Stock	11/05/2007		S <u>(1)</u>	100	D	\$ 114.45	636,650	D	
Class B Common Stock	11/05/2007		S <u>(1)</u>	700	D	\$ 114.49	635,950	D	
Class B Common	11/05/2007		S <u>(1)</u>	3,400	D	\$ 114.5	632,550	D	

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Stock							
Class B Common Stock	11/05/2007	S <u>(1)</u>	500	D	\$ 114.58	632,050	D
Class B Common Stock	11/05/2007	S <u>(1)</u>	200	D	\$ 114.59	631,850	D
Class B Common Stock	11/05/2007	S(1)	1,000	D	\$ 114.71	630,850	D
Class B Common Stock	11/05/2007	S <u>(1)</u>	100	D	\$ 114.72	630,750	D
Class B Common Stock	11/05/2007	S <u>(1)</u>	900	D	\$ 114.75	629,850	D
Class B Common Stock	11/05/2007	S <u>(1)</u>	200	D	\$ 114.87	629,650	D
Class B Common Stock	11/05/2007	S <u>(1)</u>	200	D	\$ 114.88	629,450	D
Class B Common Stock	11/05/2007	S(1)	100	D	\$ 114.89	629,350	D
Class B Common Stock	11/05/2007	S(1)	1,000	D	\$ 114.9	628,350	D
Class B Common Stock	11/05/2007	S(1)	100	D	\$ 114.99	628,250	D
Class B Common Stock	11/06/2007	S(1)	400	D	\$ 113.8	627,850	D
Class B Common Stock	11/06/2007	S(1)	900	D	\$ 114.02	626,950	D
Class B Common Stock	11/06/2007	S <u>(1)</u>	500	D	\$ 114.13	626,450	D
Class B Common Stock	11/06/2007	S <u>(1)</u>	200	D	\$ 114.14	626,250	D

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Class B Common Stock	11/06/2007	S <u>(1)</u>	100	D	\$ 114.15	626,150	D
Class B Common Stock	11/06/2007	S <u>(1)</u>	100	D	\$ 114.21	626,050	D
Class B Common Stock	11/06/2007	S <u>(1)</u>	100	D	\$ 114.25	625,950	D
Class B Common Stock	11/06/2007	S <u>(1)</u>	100	D	\$ 114.26	625,850	D
Class B Common Stock	11/06/2007	S <u>(1)</u>	400	D	\$ 114.29	625,450	D
Class B Common Stock	11/06/2007	S <u>(1)</u>	1,900	D	\$ 114.38	623,550	D
Class B Common Stock	11/06/2007	S <u>(1)</u>	300	D	\$ 114.41	623,250	D
Class B Common Stock	11/06/2007	S <u>(1)</u>	1,000	D	\$ 114.42	622,250	D
Class B Common Stock	11/06/2007	S <u>(1)</u>	100	D	\$ 114.45	622,150	D
Class B Common Stock	11/06/2007	S <u>(1)</u>	400	D	\$ 114.48	621,750	D
Class B Common Stock	11/06/2007	S <u>(1)</u>	100	D	\$ 114.5	621,650	D
Class B Common Stock	11/06/2007	S <u>(1)</u>	800	D	\$ 114.51	620,850	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 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)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

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

Signatures

/s/ Michael McGawn, as
Attorney-In-Fact

**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. 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.

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