

CHIPOTLE MEXICAN GRILL INC

Form 4

April 23, 2015

FORM 4

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

OMB APPROVAL

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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

(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)

____ Director
 Officer (give title below) _____ Other (specify below)
Chief Financial Officer

(Last) (First) (Middle)
1401 WYNKOOP STREET, SUITE 500

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/21/2015

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock | 04/21/2015 | | M ⁽¹⁾ | V | 12,500 | A | \$ 268.73 | 42,892 | D | |
| Common Stock | 04/21/2015 | | M ⁽¹⁾ | V | 2,500 | A | \$ 268.73 | 45,392 | D | |
| Common Stock | 04/21/2015 | | F ⁽¹⁾ | D | 1,948 | D | \$ 690 | 43,444 | D | |
| Common Stock | 04/21/2015 | | F ⁽¹⁾ | D | 1,934 | D | \$ 695 | 41,510 | D | |
| Common Stock | 04/21/2015 | | F ⁽¹⁾ | D | 1,924 | D | \$ 699 | 39,586 | D | |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|--------|--------|---|-------------|
| Common Stock | 04/21/2015 | S ⁽¹⁾ | 3,052 | D | \$ 690 | 36,534 | D | |
| Common Stock | 04/21/2015 | S ⁽¹⁾ | 3,066 | D | \$ 695 | 33,468 | D | |
| Common Stock | 04/21/2015 | S ⁽¹⁾ | 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.

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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 Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Underlying Securities |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| 2011 Performance SOSARs | \$ 268.73 | 04/21/2015 | | M ⁽¹⁾ | 12,500 | 02/11/2013 - 02/11/2018 | Common Stock | 1 |
| 2011 Stock Appreciation Rights | \$ 268.73 | 04/21/2015 | | M ⁽¹⁾ | 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 ⁽²⁾ - 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⁽³⁾ 02/03/2021

Common 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. 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.