Edgar Filing: CHIPOTLE MEXICAN GRILL INC - Form 4

CHIPOTLE MEXICAN GRILL INC Form 4 December 12, 2006 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Ells Steve Issuer Symbol CHIPOTLE MEXICAN GRILL INC (Check all applicable) [CMG/CMG.B] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner X_Officer (give title Other (specify (Month/Day/Year) below) below) 1543 WAZEE STREET, SUITE 200 12/12/2006 Chairman & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **DENVER, CO 80202** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Class B S⁽¹⁾ Common D \$ 51.3 924.950 D 12/12/2006 100Stock Class B Common 12/12/2006 S⁽¹⁾ 200D \$ 51.2 924.750 D Stock Class B Common 12/12/2006 S⁽¹⁾ 100 D 924,650 D 51 18 Stock Class B $S^{(1)}_{---}$ \$ D 12/12/2006 100 D 924,550 Common 51.16

Stock

Class B Common Stock	12/12/2006	S <u>(1)</u>	2,000	D	\$ 51.15	922,550	D
Class B Common Stock	12/12/2006	S <u>(1)</u>	300	D	\$ 51.07	922,250	D
Class B Common Stock	12/12/2006	S <u>(1)</u>	300	D	\$ 51.06	921,950	D
Class B Common Stock	12/12/2006	S <u>(1)</u>	100	D	\$ 51.05	921,850	D
Class B Common Stock	12/12/2006	S <u>(1)</u>	100	D	\$ 51.04	921,750	D
Class B Common Stock	12/12/2006	S <u>(1)</u>	100	D	\$ 51.01	921,650	D
Class B Common Stock	12/12/2006	S <u>(1)</u>	400	D	\$ 51	921,250	D
Class B Common Stock	12/12/2006	S <u>(1)</u>	300	D	\$ 50.95	920,950	D
Class B Common Stock	12/12/2006	S <u>(1)</u>	300	D	\$ 50.92	920,650	D
Class B Common Stock	12/12/2006	S <u>(1)</u>	600	D	\$ 50.85	920,050	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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	\$	(Instr. 3 and 4)		Owne

Security

Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topological Composition of the second	Director	10% Owner	Officer	Other			
Ells Steve 1543 WAZEE STREET, SUITE 200 DENVER, CO 80202	Х		Chairman & CEO				
Signatures							

Steven Ells

12/12/2006

<u>**</u>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.

Follo

Repo

Trans

(Insti