

CHIPOTLE MEXICAN GRILL INC

Form 4/A

June 10, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
Ells Steve

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/18/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & Co-CEO

DENVER, CO 80202

4. If Amendment, Date Original Filed(Month/Day/Year)
05/20/2015

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/18/2015		F	9,807 ⁽¹⁾ D \$ 636.1	127,326	D	
Common Stock	05/18/2015		S	590 ⁽²⁾ D \$ 636.1	119,633	D	
Common Stock	05/19/2015		F	8,753 ⁽¹⁾ D \$ 636.75	128,380	D	
Common Stock	05/19/2015		S	536 ⁽²⁾ D \$ 636.75	119,633	D	
Common Stock	05/20/2015		F	8,799 ⁽¹⁾ D \$ 633.36	128,334	D	

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Common Stock 05/20/2015 S 490 ⁽²⁾ D \$ 633.36 119,633 D

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

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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 Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ells Steve 1401 WYNKOOP STREET, SUITE 500 DENVER, CO 80202	X		Chairman & Co-CEO	

Signatures

/s/ Michael McGawn, as attorney-in-fact 06/09/2015

**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).
- A Form 4 filed on the reporting person's behalf on May 20, 2015 incorrectly reported the number of shares withheld in connection with exercises of stock-only stock appreciation rights by the reporting person on May 18, May 19, and May 20, 2015 pursuant to a Sales Plan (1) intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. These errors, which resulted from execution errors by the administrator of the Chipotle Mexican Grill, Inc. 2011 Stock Incentive Plan, have been corrected, and the number of shares reflected in these lines reflect the total number of shares withheld in connection with exercises on each respective date.

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- (2) As a result of the errors described in footnote 1, the Form 4 filed on the reporting person's behalf on May 20, 2015 also incorrectly reported the total number of shares sold on the reporting person's behalf in connection with the exercises of stock-only stock appreciation rights on May 18, May 19, and May 20, 2015 under the Sales Plan. These lines reflect the total number of additional shares sold in connection with such exercises.

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.