CHIPOTLE MEXICAN GRILL INC

Form 4

August 02, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

OMB APPROVAL

burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Ells Steve			2. Issue Symbol	er Name a ı	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
			CHIPO [CMG/	EXICAN GRILL INC	(Check all applicable)					
(Last)	(First)	(Middle)	3. Date o	f Earliest	Transaction	_X_ Dire		109		
1543 WAZEE STREET, SUITE 200			`	Day/Year)		X Office below)	cer (give	title Otl below)	ier (specify	
			08/02/2	2007		Chairman & CEO				
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
			Filed(Month/Day/Year)			Applicable Line)				
							•	ne Reporting F ore than One R		
DENVER,	CO 80202					Person	iled by ivi	ore than one is	cporting	
(City)	(State)	(Zip)	Tab	le I - Non	-Derivative Securities Acq	uired, Disp	osed of	, or Beneficia	ally Owned	
1.Title of	2. Transaction	Date 2A. Deer	ned	3.	4. Securities Acquired	5. Amoui	nt of	6.	7. Nature	
Security	(Month/Day/Y	ear) Execution	n Date, if	Transac	tion(A) or Disposed of (D)	Securities	S	Ownership	Indirect	

(City)	(State)	^(Zip) Tabl	e I - Non-E	erivative S	Securi	ities Acqu	ired, Disposed of	, or Beneficial	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. Securit on(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
CI D			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Class B Common Stock	08/02/2007		S(1)	19,300	D	\$ 90	735,750	D	
Class B Common Stock	08/02/2007		S(1)	8,000	D	\$ 90.05	727,750	D	
Class B Common Stock	08/02/2007		S(1)	10,000	D	\$ 90.1	717,750	D	
Class B Common	08/02/2007		S <u>(1)</u>	4,600	D	\$ 90.25	713,150	D	

Edgar Filing: CHIPOTLE MEXICAN GRILL INC - Form 4

08/02/2007	S(1)	100	D	\$ 90.38	713,050	D
08/02/2007	S <u>(1)</u>	100	D	\$ 90.46	712,950	D
08/02/2007	S <u>(1)</u>	100	D	\$ 90.49	712,850	D
08/02/2007	S <u>(1)</u>	2,700	D	\$ 90.5	710,150	D
08/02/2007	S <u>(1)</u>	200	D	\$ 90.51	709,950	D
08/02/2007	S <u>(1)</u>	1,000	D	\$ 90.6	708,950	D
08/02/2007	S <u>(1)</u>	2,000	D	\$ 90.61	706,950	D
08/02/2007	S <u>(1)</u>	100	D	\$ 90.71	706,850	D
08/02/2007	S <u>(1)</u>	100	D	\$ 90.8	706,750	D
08/02/2007	S <u>(1)</u>	200	D	\$ 90.89	706,550	D
08/02/2007	S(1)	200	D	\$ 90.99	706,350	D
08/02/2007	S(1)	400	D	\$ 91.15	705,950	D
08/02/2007	S <u>(1)</u>	100	D	\$ 91.16	705,850	D
08/02/2007	S <u>(1)</u>	600	D	\$ 91.25	705,250	D
	08/02/2007 08/02/2007 08/02/2007 08/02/2007 08/02/2007 08/02/2007 08/02/2007 08/02/2007 08/02/2007 08/02/2007	08/02/2007 \$\frac{(1)}{2}\$ 08/02/2007 \$\frac{(1)}{2}\$	08/02/2007 \$\frac{\(\)}{\(\)}\$ 100 08/02/2007 \$\frac{\(\)}{\(\)}\$ 2,700 08/02/2007 \$\frac{\(\)}{\(\)}\$ 200 08/02/2007 \$\frac{\(\)}{\(\)}\$ 1,000 08/02/2007 \$\frac{\(\)}{\(\)}\$ 2,000 08/02/2007 \$\frac{\(\)}{\(\)}\$ 100 08/02/2007 \$\frac{\(\)}{\(\)}\$ 200 08/02/2007 \$\frac{\(\)}{\(\)}\$ 200 08/02/2007 \$\frac{\(\)}{\(\)}\$ 400 08/02/2007 \$\frac{\(\)}{\(\)}\$ 100	08/02/2007 \$\frac{(1)}{2}\$ 100 D 08/02/2007 \$\frac{(1)}{2}\$ 100 D 08/02/2007 \$\frac{(1)}{2}\$ 2,700 D 08/02/2007 \$\frac{(1)}{2}\$ 1,000 D 08/02/2007 \$\frac{(1)}{2}\$ 100 D 08/02/2007 \$\frac{(1)}{2}\$ 100 D 08/02/2007 \$\frac{(1)}{2}\$ 200 D 08/02/2007 \$\frac{(1)}{2}\$ 200 D 08/02/2007 \$\frac{(1)}{2}\$ 200 D 08/02/2007 \$\frac{(1)}{2}\$ 400 D 08/02/2007 \$\frac{(1)}{2}\$ 100 D	08/02/2007 SD 100 D 90.38 08/02/2007 SD 100 D 90.46 08/02/2007 SD 100 D 90.49 08/02/2007 SD 2,700 D \$90.5 08/02/2007 SD 200 D 90.51 08/02/2007 SD 1,000 D \$90.6 08/02/2007 SD 2,000 D \$90.61 08/02/2007 SD 100 D \$90.71 08/02/2007 SD 100 D \$90.89 08/02/2007 SD 200 D \$90.89 08/02/2007 SD 200 D \$90.99 08/02/2007 SD 200 D \$91.15 08/02/2007 SD 100 D \$91.16	08/02/2007 SO 100 D 90.38 713,050 08/02/2007 SO 100 D 90.46 712,950 08/02/2007 SO 100 D 90.49 712,850 08/02/2007 SO 2,700 D 90.5 710,150 08/02/2007 SO 2,700 D 90.51 709,950 08/02/2007 SO 1,000 D 90.6 708,950 08/02/2007 SO 2,000 D 90.61 706,950 08/02/2007 SO 100 D 90.61 706,850 08/02/2007 SO 100 D 90.87 706,750 08/02/2007 SO 200 D 90.89 706,550 08/02/2007 SO 200 D 90.89 706,350 08/02/2007 SO 200 D 90.99 706,350 08/02/2007 SO 200 D 91.15 705,950 08/02/2007 SO 200 D 91.16 705,850 08/02/2007 SO 200 D 91.16 705,850

Edgar Filing: CHIPOTLE MEXICAN GRILL INC - Form 4

Class B Common

Stock

08/02/2007

 $S^{(1)}$ 200 \$ 705,050

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.

SEC 1474 (9-02)

9. Nu

Secu

Bene Own Follo Repo Trans (Insti

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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Ells Steve

1543 WAZEE STREET, SUITE 200 Chairman & CEO X

DENVER. CO 80202

Signatures

/s/ Steve Ells 08/02/2007 **Signature of Date Reporting Person

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).
- 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.

Reporting Owners 3