

CHIPOTLE MEXICAN GRILL INC

Form 4

June 11, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
Crumpacker Mark2. Issuer Name and Ticker or Trading
SymbolCHIPOTLE MEXICAN GRILL INC
[CMG]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1401 WYNKOOP STREET, SUITE
5003. Date of Earliest Transaction
(Month/Day/Year)

06/08/2013

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Chief Marketing Officer

(Street)

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

DENVER, CO 80202

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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. Code	4. Securities Acquired (A) or Disposed of (D) (Instr. 8)	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)			
Common Stock			Code V	Amount (D) Price	3,000	D	

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

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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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2013 Stock Appreciation Rights - Development	\$ 365.8	06/08/2013		A		4,000		06/08/2015 ⁽¹⁾	06/08/2020	Common Stock	4,000
2013 Stock Appreciation Rights	\$ 318.45							02/07/2015 ⁽²⁾	02/07/2020	Common Stock	8,000
2012 Stock Appreciation Rights	\$ 371.63							02/06/2014 ⁽³⁾	02/06/2019	Common Stock	8,000
2011 Performance SOSARs	\$ 268.73							02/11/2013	02/11/2018	Common Stock	3,000
2011 Stock Appreciation Rights	\$ 268.73							02/11/2013 ⁽⁴⁾	02/11/2018	Common Stock	7,000
2010 Stock Appreciation Rights	\$ 103.79							02/16/2012	02/16/2017	Common Stock	13,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Crumpacker Mark 1401 WYNKOOP STREET, SUITE 500 DENVER, CO 80202	Chief Marketing Officer

Signatures

/s/ Mark
Crumpacker
06/10/2013
**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) The 2013 Stock Appreciation Rights - Development being reported hereby are scheduled to vest in equal amounts on the second and third anniversaries of the grant date, subject to possible acceleration of vesting.
- (2) The 2013 Stock Appreciation Rights are scheduled to vest in equal installments on February 7, 2015 and February 7, 2016, subject to possible acceleration of vesting.
- (3) The 2012 Stock Appreciation Rights are scheduled to vest in equal installments on February 6, 2014 and February 6, 2015, subject to possible acceleration of vesting.
- (4) 3,500 of the 2011 Stock Appreciation Rights remain unvested as of the date hereof, and are scheduled to vest on February 11, 2014, 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.

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