CHIPOTLE MEXICAN GRILL INC

Form 4 July 25, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

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

obligations

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Crumpacker Mark

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

CHIPOTLE MEXICAN GRILL INC

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

Expires:

response...

3235-0287

January 31,

2005

0.5

[CMG]

(Middle) (Last) (First)

(Street)

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

Director 10% Owner _X__ Officer (give title Other (specify

1401 WYNKOOP STREET, SUITE

500

07/24/2014

Chief Marketing Officer

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

DENVER, CO 80202

Form filed by More than One Reporting

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of	, or Beneficiall	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)	(Instr. 3,	ispose 4 and (A) or	d of (D) 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)
Common Stock	07/24/2014		Code V M	Amount 3,500	(D)	Price \$ 268.73	8,928	D	
Common Stock	07/24/2014		M	3,500	A	\$ 268.73	12,428	D	
Common Stock	07/24/2014		F	1,427	D	\$ 658.8 (5)	11,001	D	
Common Stock	07/24/2014		S	2,073	D	\$ 658.8 (5)	8,928	D	
Common Stock	07/25/2014		F	1,425	D	\$ 657.8	7,503	D	

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Common Stock 07/25/2014 S 2,075 D \$657.8 5,428 D

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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	Secu Acq (A) Disp (D)	str. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	' (A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
2011 Performance SOSARs	\$ 268.73	07/24/2014		M		3,500	02/11/2014	02/11/2018	Common Stock	3,
2011 Stock Appreciation Rights	\$ 268.73	07/24/2014		M		3,500	02/11/2014	02/11/2018	Common Stock	3,
2012 Performance SOSARs	\$ 371.63						02/06/2014	02/06/2019	Common Stock	4,
2012 Stock Appreciation Rights	\$ 371.63						02/06/2014(1)	02/06/2019	Common Stock	8,
2013 Stock Appreciation Rights	\$ 318.45						02/07/2015 <u>(2)</u>	02/07/2020	Common Stock	8,
2013 Stock Appreciation Rights - Development	\$ 365.8						06/08/2015(3)	06/08/2020	Common Stock	4,
2014 Stock Appreciation Rights	\$ 543.2						02/03/2016(4)	02/03/2021	Common Stock	15

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Crumpacker Mark

1401 WYNKOOP STREET, SUITE 500

Chief Marketing Officer

DENVER, CO 80202

Signatures

/s/ Michael McGawn as attorney in fact

07/25/2014

**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).
- 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.
- (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 2013 Stock Appreciation Rights Development are scheduled to vest in equal installments on June 8, 2015 and June 8, 2016, subject to possible acceleration of vesting.
- (4) 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.
- Reflects a weighted-average price. Actual sale prices ranged from \$658.50 to \$659.20 per share. The filing person undertakes to furnish to the issuer, any requesting shareholder of the issuer, or the staff of the Securities and Exchange Commission complete information regarding the number of shares sold at each separate price.

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.

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