CHIPOTLE MEXICAN GRILL INC
Form 4
May 01, 2015

FORM 4

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

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Crumpacker Mark

(Last) (First) (Middle)

1401 WYNKOOP STREET, SUITE 500

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CHIPOTLE MEXICAN GRILL INC [CMG]

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Marketing Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	04/29/2015		M		8,000	A	$ 371.63	13,428	D	
Common Stock	04/29/2015		M		8,000	A	$ 318.45	21,428	D	
Common Stock	04/29/2015		F		8,694	D	$ 635.13	12,734	D	
Common Stock	04/29/2015		S		600	D	$ 633.47 (1)	12,134	D	
	04/29/2015		S		300	D		11,834	D	

Common Stock							$ 632.41 (2)			
Common Stock	04/29/2015		S		900	D	$ 631.22 (3)	10,934	D	
Common Stock	04/29/2015		S		1,000	D	$ 630.2 (4)	9,934	D	
Common Stock	04/29/2015		S		655	D	$ 629.25 (5)	9,279	D	
Common Stock	04/29/2015		S		3,451	D	$ 628.21 (6)	5,828	D	
Common Stock	04/29/2015		S		400	D	$ 627.25 (7)	5,428	D	
Common Stock	05/01/2015		S		2,428	D	$ 630.62 (8)	3,000	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 Underly (Instr. 3
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
2012 Performance SOSARs	$ 371.63	04/29/2015		A		4,000		02/06/2014	02/06/2021	Comm Stoc
2012 Stock Appreciation Rights	$ 371.63	04/29/2015		A		4,000		02/06/2014	02/06/2021	Comm Stoc

2013 Performance SOSARs	$ 318.45	04/29/2015		A	4,000	02/20/2015	02/07/2019	Comm Stoc
2013 Stock Appreciations Rights	$ 318.45	04/29/2015		A	4,000	02/07/2015 (9)	02/07/2020	Comm Stoc
2013 Stock Appreciation Rights-Development	$ 365.8					06/08/2015 (10)	06/08/2020	Comm Stoc
2014 Stock Appreciation Rights	$ 543.2					02/03/2016 (11)	02/03/2021	Comm Stoc

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

Michael M. McGawn, as attorney-in-fact	05/01/2015
**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).

(1) Reflects a weighted-average price. Actual sale prices ranged from $633.07 to $634.00 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.

(2) Reflects a weighted-average price. Actual sales prices ranged from $632.17 to $632.89 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.

(3) Reflects a weighted-average price. Actual sales prices ranged from $630.80 to $631.68 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.

(4) Reflects a weighted-average price. Actual sales prices ranged from $629.68 to $630.66 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.

(5) Reflects a weighted-average price. Actual sales prices ranged from $629.00 to $629.57 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.

(6) Reflects a weighted-average price. Actual sales prices ranged from $627.56 to $628.51 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.

(7) Reflects a weighted-average price. Actual sales prices ranged from $627.05 to $627.49 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.

(8) Reflects a weighted-average price. Actual sales prices ranged from $630.13 to $630.76 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.

(9) One half of the 2013 Stock Appreciation Rights vested on February 7, 2015 and the remaining half are scheduled to vest on February 7, 2016, subject to possible acceleration of vesting.

(10) 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.

(11) 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.

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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