

CHIPOTLE MEXICAN GRILL INC

Form 4

July 25, 2014

FORM 4

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

OMB APPROVAL

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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 Mark

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Marketing Officer

(Last) (First) (Middle)
1401 WYNKOOP STREET, SUITE 500
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/24/2014

DENVER, CO 80202

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

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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 07/24/2014 | | M | | 3,500 | A | \$ 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.

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)

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 Security (Instr. 3 and 4) | Am or Nur of S |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| 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 ⁽²⁾ 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 |

