

CHIPOTLE MEXICAN GRILL INC  
Form 4  
August 06, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wilner Robert D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1543 WAZEE STREET SUITE 200  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/02/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Administrative Officer

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	08/02/2007		M	10,000	A \$ 17.49	52,000	D
Class A Common Stock	08/02/2007		S	2,400	D \$ 100	49,600	D
Class A Common Stock	08/02/2007		S	300	D \$ 100.01	49,300	D
Class A Common	08/02/2007		S	800	D \$ 100.04	48,500	D

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## Stock

Class A Common Stock	08/02/2007	S	700	D	\$ 100.09	47,800	D
Class A Common Stock	08/02/2007	S	200	D	\$ 100.11	47,600	D
Class A Common Stock	08/02/2007	S	100	D	\$ 100.21	47,500	D
Class A Common Stock	08/02/2007	S	100	D	\$ 100.23	47,400	D
Class A Common Stock	08/02/2007	S	200	D	\$ 100.25	47,200	D
Class A Common Stock	08/02/2007	S	200	D	\$ 100.26	47,000	D
Class A Common Stock	08/02/2007	S	300	D	\$ 100.33	46,700	D
Class A Common Stock	08/02/2007	S	400	D	\$ 100.37	46,300	D
Class A Common Stock	08/02/2007	S	100	D	\$ 100.38	46,200	D
Class A Common Stock	08/02/2007	S	700	D	\$ 100.4	45,500	D
Class A Common Stock	08/02/2007	S	500	D	\$ 100.44	45,000	D
Class A Common Stock	08/02/2007	S	300	D	\$ 100.45	44,700	D
Class A Common Stock	08/02/2007	S	90	D	\$ 100.46	44,610	D
Class A Common Stock	08/02/2007	S	710	D	\$ 100.49	43,900	D

Class A Common Stock	08/02/2007	S	900	D	\$ 100.51	43,000	D
Class A Common Stock	08/02/2007	S	400	D	\$ 100.53	42,600	D
Class A Common Stock	08/02/2007	S	600	D	\$ 100.55	42,000	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)	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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
2003 Stock Option-Right to Purchase	\$ 17.49	08/02/2007		M	10,000	05/01/2006	11/01/2008	Class A Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilner Robert D 1543 WAZEE STREET SUITE 200 DENVER, CO 80202			Chief Administrative Officer	

## Signatures

/s/ Robert D. Wilner  
08/02/2007

\*\*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).

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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