

CHIPOTLE MEXICAN GRILL INC

Form 4/A

June 10, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Ells Steve

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2015

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman & Co-CEO

(Street)
DENVER, CO 80202

4. If Amendment, Date Original
Filed(Month/Day/Year)
05/20/2015

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 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	05/18/2015		F		9,807 (1)	\$ 636.1	127,326 D
Common Stock	05/18/2015		S		590 (2)	\$ 636.1	119,633 D
Common Stock	05/19/2015		F		8,753 (1)	\$ 636.75	128,380 D
Common Stock	05/19/2015		S		536 (2)	\$ 636.75	119,633 D
Common Stock	05/20/2015		F		8,799 (1)	\$ 633.36	128,334 D

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Steve WYNKOOP STREET, SUITE 500 VER, CO 80202	X		Chairman & Co-CEO	

/s/ Michael McGawn, as
attorney-in-fact

06/09/2015

**Signature of Reporting Person

Date

* 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) A Form 4 filed on the reporting person's behalf on May 20, 2015 incorrectly reported the number of shares withheld in connection with exercises of stock-only stock appreciation rights by the reporting person on May 18, May 19, and May 20, 2015 pursuant to a Sales Plan intended to comply with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. These errors, which resulted from execution errors by the administrator of the Chipotle Mexican Grill, Inc. 2011 Stock Incentive Plan, have been corrected, and the number of shares reflected in these lines reflect the total number of shares withheld in connection with exercises on each respective date.

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- (2) As a result of the errors described in footnote 1, the Form 4 filed on the reporting person's behalf on May 20, 2015 also incorrectly reported the total number of shares sold on the reporting person's behalf in connection with the exercises of stock-only stock appreciation rights on May 18, May 19, and May 20, 2015 under the Sales Plan. These lines reflect the total number of additional shares sold in connection with such exercises.

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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