

Ells Steve
Form 4
January 30, 2006

FORM 4

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

OMB APPROVAL

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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 *
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)
1543 WAZEE STREET, 200

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/26/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chairman & CEO

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 <u>(1)</u> <u>(2)</u> | 01/26/2006 | | P | 100 A \$ 45 | 1,224,933 | 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)

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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) | | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|-----------|---------------------|---------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date |
| Common Stock | <u>(1)</u> <u>(2)</u> | 01/26/2006 | | <u>J(1)(2)</u> | | | 1,919,912 | <u>(1)(2)</u> | <u>(1)(2)</u> |
| Class B Common Stock | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | 01/26/2006 | | <u>J(1)(2)</u> | | 639,987 | | <u>(1)(2)</u> | <u>(1)(2)</u> |
| Series C Preferred | <u>(1)</u> <u>(2)</u> <u>(5)</u> | 01/26/2006 | | <u>J(1)(2)(5)</u> | | | 1,095,188 | <u>(1)(2)(5)</u> | <u>(1)(2)(5)</u> |
| Class B Common Stock | <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | 01/26/2006 | | <u>J(1)(2)(3)(4)</u> | | 365,063 | | <u>(1)(2)(3)(4)</u> | <u>(1)(2)(3)(4)</u> |
| Stock Appreciation Rights ⁽⁶⁾ | \$ 7.45 | 01/26/2006 | | <u>J(6)</u> | | | 75,000 | <u>(6)</u> | <u>(6)</u> |
| 2006 Options | \$ 22.35 | 01/26/2006 | | <u>A(1)(2)(6)</u> | | 25,000 | | 01/25/2009 | 01/29/2012 |
| 2006 Options | <u>(1)</u> <u>(2)</u> <u>(7)</u> | 01/26/2006 | | <u>A(1)(2)(7)</u> | | 150,000 | | <u>(1)(2)(7)</u> | <u>(1)(2)(7)</u> |
| 2002 Options <u>(1)</u> <u>(2)</u> <u>(3)</u> | \$ 4.99 | 01/26/2006 | | <u>J(1)(2)(3)</u> | | 60,000 | | 05/09/2005 | 11/09/2007 |
| 2002 Options <u>(1)</u> <u>(2)</u> <u>(3)</u> | \$ 14.97 | 01/26/2006 | | <u>J(1)(2)(3)</u> | | 20,000 | | 05/09/2005 | 11/09/2007 |
| 2003 Options <u>(1)</u> <u>(2)</u> <u>(3)</u> | \$ 5.83 | 01/26/2006 | | <u>J(1)(2)(3)</u> | | 74,500 | | 05/06/2006 | 11/08/2008 |
| 2003 Options <u>(1)</u> <u>(2)</u> <u>(3)</u> | \$ 17.49 | 01/26/2006 | | <u>J(1)(2)(3)</u> | | 24,833 | | 05/01/2006 | 11/08/2008 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Ells Steve 1543 WAZEE STREET, 200 | | | Chairman & CEO | |

DENVER, CO 80202

Signatures

/s/ Thomas
Barnes

01/27/2006

**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) Effective January 31, 2006, immediately prior to the anticipated closing date of the Issuer's initial public offering ("IPO") of its class A common stock, par value \$.01 per share (the "Class A Common Stock"), the Issuer will amend and restate its certificate of incorporation. The amendment and restatement of the Issuer's Certificate of Incorporation will, among other things, (i) create two new classes of stock, the Class A Common Stock and the class B common stock, par value \$.01 per share (the "Class B Common Stock"), which Class B Common Stock will be convertible into Class A Common Stock on a one-for-one basis, and (u) reclassify each of the Issuer's then outstanding shares of Common Stock, Series B Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock into one-third of one share of Class B Common Stock (the "Reclassification"). The Reclassification was structured to comply with Rules 16b-3 and 16b-7 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The 2002 and 2003 Options and Option Exercise prices for Class A Common Stock reflect adjustments relating to the Reclassification. The Class B Common Stock was acquired without payment or exchange of consideration pursuant to the conversion of the reporting person's Common Stock pursuant to the Amendment and Restatement of the Issuer's Certificate of Incorporation described in Note 1 above.
- (2) The Class B Common Stock is convertible at my time at the holder's option on a one-for-one basis into Class A Common Stock and has no expiration date. The Class B Common Stock is automatically converted into Class A Common Stock upon any sale by the reporting person. Class B Common Stock generally has identical rights as Class A Common Stock, except that holders of Class A Common Stock are entitled to one vote per share while holders of class B Common Stock are entitled to ten votes per share on matters to be voted on by shareholders with certain exceptions.
- (3) The reporting person's Series C Preferred Stock was automatically reclassified into shares of Class B Common Stock on a three-for-one basis in the Reclassification described in Note 2 and the reporting person was not required to pay any exercise or conversion price in connection with such reclassification. The Reclassification was structured to comply with Rules 16b-3 and 16b-7 of the Exchange Act.
- (4) Stock Appreciation Rights held by the reporting person were converted as of January 25, 2006 into options to purchase Class A Common Stock subject to the Issuer's 2006 Stock Incentive Compensation Plan. The number of shares covered by the substituted options gives effect to the one-for-three reverse stock split described in Note 2 above.
- (5) Non-qualified stock option with grant date of January 25, 2006 subject to the closing of the Issuer's IPO and the Issuer's restatement of its certificate of incorporation effective January 31, 2006 as described in Note 1.

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.