

CHIPOTLE MEXICAN GRILL INC

Form 4

June 11, 2013

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

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

(Street)

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

06/08/2013

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Chief Marketing Officer

DENVER, CO 80202

(City) (State) (Zip)

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

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. Code | 4. Securities Acquired (A) or Disposed of (D) (Instr. 8) | 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) |
|---------------------------------------|---|---|------------|---|--|--|---|
| Common Stock | | | Code | V Amount (D) Price | 3,000 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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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)**

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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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 2013 Stock Appreciation Rights - Development | \$ 365.8 | 06/08/2013 | | A | | 4,000 | | 06/08/2015 ⁽¹⁾ | 06/08/2020 | Common Stock | 4,000 |
| 2013 Stock Appreciation Rights | \$ 318.45 | | | | | | | 02/07/2015 ⁽²⁾ | 02/07/2020 | Common Stock | 8,000 |
| 2012 Stock Appreciation Rights | \$ 371.63 | | | | | | | 02/06/2014 ⁽³⁾ | 02/06/2019 | Common Stock | 8,000 |
| 2011 Performance SOSARs | \$ 268.73 | | | | | | | 02/11/2013 | 02/11/2018 | Common Stock | 3,000 |
| 2011 Stock Appreciation Rights | \$ 268.73 | | | | | | | 02/11/2013 ⁽⁴⁾ | 02/11/2018 | Common Stock | 7,000 |
| 2010 Stock Appreciation Rights | \$ 103.79 | | | | | | | 02/16/2012 | 02/16/2017 | Common Stock | 13,000 |

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

/s/ Mark
Crumpacker
06/10/2013
**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) The 2013 Stock Appreciation Rights - Development being reported hereby are scheduled to vest in equal amounts on the second and third anniversaries of the grant date, subject to possible acceleration of vesting.
- (2) The 2013 Stock Appreciation Rights are scheduled to vest in equal installments on February 7, 2015 and February 7, 2016, subject to possible acceleration of vesting.
- (3) The 2012 Stock Appreciation Rights are scheduled to vest in equal installments on February 6, 2014 and February 6, 2015, subject to possible acceleration of vesting.
- (4) 3,500 of the 2011 Stock Appreciation Rights remain unvested as of the date hereof, and are scheduled to vest on February 11, 2014, 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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