

CHIPOTLE MEXICAN GRILL INC
Form 4
January 27, 2006

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 *
MCDONALDS CORP

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)

ONE MCDONALD'S PLAZA,

(Street)

OAK BROOK, IL 60523

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2006

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

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

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 Beneficial Ownership (Instr. 4)			
				Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	01/25/2006		C		3,000,000	A	U	3,000,000	I	By McDonald's Ventures, LLC (2)
Class A Common Stock	01/25/2006		S		3,000,000	D	\$ 22 0		I	By McDonald's Ventures, LLC (2)

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)

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 Underlying (Instr. 3 and 4)	
				Code	(A)	(D)		
						Date Exercisable	Expiration Date	
Series B Convertible Preferred Stock	<u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	01/25/2006		J ⁽⁷⁾	8,034,009	<u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	<u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	Class B Common Stock
Series C Convertible Preferred Stock	<u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	01/25/2006		J ⁽⁷⁾	2,354,100	<u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	<u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	Class C Common Stock
Series D Convertible Preferred Stock	<u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	01/25/2006		J ⁽⁷⁾	8,137,874	<u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	<u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>	Class D Common Stock
Class B Common Stock	<u>(8)</u>	01/25/2006		J ⁽⁹⁾	6,175,328	<u>(8)</u>	<u>(8)</u>	Class B Common Stock
Class B Common Stock	<u>(8)</u>	01/25/2006		J ⁽¹⁰⁾	17,905,738	<u>(8)</u>	<u>(8)</u>	Class B Common Stock
Class B Common Stock	<u>(8)</u>	01/25/2006		C	3,000,000	<u>(8)</u>	<u>(8)</u>	Class B Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDONALDS CORP ONE MCDONALD'S PLAZA OAK BROOK, IL 60523	X	X		

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The reporting person's 53,717,215 shares of Common Stock were reclassified as shares of Class B Common Stock on a three-for-one (10) basis in the Reclassification described in note 6. The Reclassification was structured to comply with Rules 16b-3 and 16b-7 of the Exchange Act.

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.