#### Edgar Filing: CHIPOTLE MEXICAN GRILL INC - Form 4

CHIPOTLE MEXICAN GRILL IN Form 4 August 18, 2008	c		
<b>FORM 4</b> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <b>STATEMENT</b>	<b>TES SECURITIES AND EXCH</b> <b>Washington, D.C. 2054</b> <b>OF CHANGES IN BENEFIC</b> <b>SECURITIES</b> to Section 16(a) of the Securities he Public Utility Holding Compa (h) of the Investment Company A	9 IAL OWNERSHIP OF Exchange Act of 1934, any Act of 1935 or Section	Number:3235-0287Number:January 31, 2005Expires:2005Estimated average burden hours per response0.5
(Print or Type Responses)			
1. Name and Address of Reporting Person Anderson Robin S	<ul> <li>2. Issuer Name and Ticker or Tra Symbol</li> <li>CHIPOTLE MEXICAN GR</li> <li>[CMG/CMG.B]</li> </ul>	Issuer ILL INC	Reporting Person(s) to k all applicable)
(Last) (First) (Middle) 1543 WAZEE STREET, SUITE 2	<ul><li>3. Date of Earliest Transaction (Month/Day/Year)</li><li>00 08/14/2008</li></ul>	Director X Officer (give below) Controller/	title 10% Owner title Other (specify below) Chief Accntng Offcr
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	Applicable Line)	vint/Group Filing(Check
DENVER, CO 80202			fore than One Reporting
(City) (State) (Zip)	Table I - Non-Derivative Sec	urities Acquired, Disposed of	, or Beneficially Owned
(Instr. 3) any	Deemed 3. 4. Securities ntion Date, if Transactior(A) or Dispo Code (Instr. 3, 4 and th/Day/Year) (Instr. 8) (A o Code V Amount (E	sed of (D) Securities ad 5) Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)
Class A Common 08/14/2008 Stock	S 1,000 D	\$ 75.509 4,000 (1)	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Anderson Robin S 1543 WAZEE STREET, SUITE 200 DENVER, CO 80202			Controller/Chief Accntng Offcr			

### Signatures

/s/ Rob Anderson 08/18/2008

<u>\*\*</u>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).

Reflects a weighted-average price. Actual sale prices ranged from \$75.50 to \$75.52 per share. The filing person undertakes to furnish to
(1) the issuer, any requesting shareholder of the issuer, or the staff of the Securities and Exchange Commission complete information regarding the number of shares sold at each separate price.

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.