

Ells Steve  
Form 4/A  
July 28, 2009

**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/CMG.B]

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)  
06/02/2009

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)  
06/04/2009

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Class A Common Stock	06/02/2009 <sup>(1)</sup>		M <sup>(2)</sup>	2,200 A	\$ 22	57,300	D
Class A Common Stock	06/02/2009 <sup>(1)</sup>		S <sup>(2)</sup>	2,200 D	\$ 87.01	55,100	D

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

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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. 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. Amount or Number of Shares
2006 Stock Option - Right to Buy	\$ 22	06/02/2009 <sup>(1)</sup>		M <sup>(2)</sup>	2,200	01/25/2009 01/25/2013	Class A Common Stock	2,200

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ells Steve 1401 WYNKOOP STREET, SUITE 500 DENVER, CO 80202	X		Chairman & Co-CEO	

## Signatures

/s/ Michael McGawn, as attorney-in-fact  
Date: 07/27/2009

\_\_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).

This amended Form 4 is filed to report the exercise of an additional 2,200 options to purchase shares of Class A Common Stock, and sale of the underlying shares, by the reporting person on June 2, 2009. The exercise of these options and sale of the underlying shares were inadvertently omitted from the Form 4 filed on the reporting person's behalf on June 4, 2009.

(2) These option exercises and sales were executed under the terms of a Non-Discretionary Option Exercise and Sale plan intended to comply with Rule 10b5-1(c) under the Securities Exchange Act of 1934.

(3) Reflects a weighted-average price. Actual sale prices ranged from \$87.00 to \$87.06 per share. The filing person undertakes to furnish to 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.

(4)

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As a result of the omission of this option exercise from the Form 4 filed on the reporting person's behalf on June 4, 2009, Column 9 in Table II of such Form 4, and in two Forms 4 subsequently filed on the reporting person's behalf, overstated the remaining number of 2006 Stock Options held by the reporting person by 2,200 options. The error will be corrected in future filings.

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.