

Blessing Robert N Jr  
Form 4  
February 21, 2012

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Blessing Robert N Jr

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/16/2012

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Chief Development Officer

(Street)  
DENVER, CO 80202

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |          |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------|----------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                                          |          |
| Common<br>Stock                       | 02/16/2012                              |                                                             | M                                    |                                                                         | 8,000                                                                                                              | A                                                                       | \$<br>103.79                                                                   | 14,000 D |
| Common<br>Stock                       | 02/16/2012                              |                                                             | D                                    |                                                                         | 2,174                                                                                                              | D                                                                       | \$<br>382.04                                                                   | 11,826 D |
| Common<br>Stock                       | 02/17/2012                              |                                                             | S                                    |                                                                         | 826                                                                                                                | D                                                                       | \$ 380                                                                         | 11,000 D |
| Common<br>Stock                       | 02/17/2012                              |                                                             | S                                    |                                                                         | 5,000                                                                                                              | D                                                                       | \$<br>382.82<br>(1)                                                            | 6,000 D  |
|                                       | 02/17/2012                              |                                                             | M                                    |                                                                         | 12,000                                                                                                             | A                                                                       | \$ 53.36                                                                       | 18,000 D |

Edgar Filing: Blessing Robert N Jr - Form 4

|                 |            |   |       |   |                     |        |   |
|-----------------|------------|---|-------|---|---------------------|--------|---|
| Common<br>Stock |            |   |       |   |                     |        |   |
| Common<br>Stock | 02/17/2012 | D | 1,665 | D | \$ 384.7            | 16,335 | D |
| Common<br>Stock | 02/21/2012 | S | 1,335 | D | \$<br>380.15        | 15,000 | D |
| Common<br>Stock | 02/21/2012 | S | 8,600 | D | \$<br>383.22<br>(5) | 6,400  | D |
| Common<br>Stock | 02/21/2012 | S | 400   | D | \$<br>383.93<br>(6) | 6,000  | 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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date Exercisable<br>Expiration<br>Date                         | Title                                                          |
| 2010 Stock<br>Appreciation<br>Rights                | \$ 103.79                                                          | 02/16/2012                              |                                                             | M                                    | 8,000                                                                                                        | 02/16/2012 <sup>(2)</sup> 02/16/2017                           | Common<br>Stock                                                |
| 2009 Stock<br>Appreciation<br>Rights                | \$ 53.36                                                           | 02/17/2012                              |                                                             | M                                    | 12,000                                                                                                       | 02/17/2012 02/17/2016                                          | Common<br>Stock                                                |
| 2011 Stock<br>Appreciation<br>Rights                | \$ 268.73                                                          |                                         |                                                             |                                      |                                                                                                              | 02/11/2013 <sup>(3)</sup> 02/11/2018                           | Common<br>Stock                                                |
| 2012 Stock<br>Appreciation<br>Rights                | \$ 371.63                                                          |                                         |                                                             |                                      |                                                                                                              | 02/06/2014 <sup>(4)</sup> 02/06/2019                           | Common<br>Stock                                                |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships |           |                           |       |
|----------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                            | Director      | 10% Owner | Officer                   | Other |
| Blessing Robert N Jr<br>1401 WYNKOOP STREET, SUITE 500<br>DENVER, CO 80202 |               |           | Chief Development Officer |       |

## Signatures

/s/ Michael McGawn, as  
attorney-in-fact

02/21/2012

\_\_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 \$382.40 to \$383.34 per share. The filing person undertakes to furnish  
(1) 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.

(2) The 8,000 2010 Stock Appreciation Rights beneficially owned by the filing person will vest on February 16, 2013, subject to the filing person's continued employment through that date and to possible acceleration of vesting in certain circumstances.

(3) 4,000 of the 2011 Stock Appreciation Rights vest on 2/11/2014.

(4) 4,000 of the 2012 Stock Appreciation Rights vest on 2/6/2015.

Reflects a weighted-average price. Actual sale prices ranged from \$382.91 to \$383.79 per share. The filing person undertakes to furnish  
(5) 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.

Reflects a weighted-average price. Actual sale prices ranged from \$383.92 to \$383.93 per share. The filing person undertakes to furnish  
(6) 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.

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.