

Hartung Jack
 Form 4
 February 13, 2019

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 *
 Hartung Jack

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)
 610 NEWPORT CENTER DRIVE,
 SUITE 1300
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/11/2019

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

NEWPORT BEACH, CA 92660

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

(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)
			Code	V	Amount	(A) or (D)	Price
Common stock	02/11/2019		M ⁽¹⁾		10,000	A	\$ 318.45
Common stock	02/11/2019		F ⁽¹⁾		5,243	D	\$ 607.43
Common stock	02/11/2019		S ⁽¹⁾		4,757	D	\$ 605.14 (2)
Common stock	02/12/2019		M ⁽¹⁾		5,000	A	\$ 318.45
	02/12/2019		F ⁽¹⁾		2,607	D	37,630

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Common stock					\$ 610.95			
Common stock	02/12/2019	S ⁽¹⁾	2,393	D	\$ 610	35,237	D	
Common stock						35	I	By children

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

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(9-02)

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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
2013 Performance SOSARs	\$ 318.45	02/11/2019		M ⁽¹⁾		10,000		02/07/2015	02/07/2020	Common stock	10
2013 Performance SOSARs	\$ 318.45	02/12/2019		M ⁽¹⁾		5,000		02/07/2015 ⁽³⁾	02/07/2020	Common stock	5

Reporting Owners

Reporting Owner Name / Address

Relationships

Hartung Jack
610 NEWPORT CENTER DRIVE, SUITE 1300
NEWPORT BEACH, CA 92660

Director 10% Owner Officer Other

Chief Financial Officer

Signatures

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

02/13/2019

 **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) These stock appreciation rights exercises and sales were executed under the terms of a Sales Plan intended to comply with Rule 10b5-1 under the Securities and Exchange Act of 1934, as amended.

Reflects a weighted-average price. Actual sales prices ranged from \$605.00 to \$605.75 per share. The filing person undertakes to furnish
(2) 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.
- (3) 2,500 of these 2013 Performance SOSARs became exercisable on 5/10/2016.

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.