

Hartung Jack  
 Form 4  
 December 23, 2009

**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 \*  
 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)  
 1401 WYNKOOP STREET, SUITE 500

3. Date of Earliest Transaction (Month/Day/Year)  
 12/21/2009

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

(Street)  
 DENVER, CO 80202

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 Ownership (Instr. 4)
				Code	V	Amount			
Class B Common Stock <sup>(1)</sup>	12/21/2009		J <sup>(1)</sup>	V	81	D	\$ 0 0	D	
Common Stock <sup>(1)</sup>	12/21/2009		J <sup>(1)</sup>	V	81	A	\$ 0 35,793	D	
Class B Common Stock <sup>(1)</sup>	12/21/2009		J <sup>(1)</sup>	V	148	D	\$ 0 0	I	By minor children
Common Stock <sup>(1)</sup>	12/21/2009		J <sup>(1)</sup>	V	148	A	\$ 0 148	I	By minor children

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Common Stock	12/22/2009	M <sup>(3)</sup>	2,000	A	\$ 22	37,793	D
Common Stock	12/22/2009	S	2,000	D	\$ 91	35,793	D

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

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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 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 (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 Purchase	\$ 22	12/22/2009		M <sup>(3)</sup>	2,000	01/25/2009 01/25/2013	Common Stock <sup>(2)</sup>	2,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hartung Jack 1401 WYNKOOP STREET, SUITE 500 DENVER, CO 80202			Chief Financial Officer	

## Signatures

/s/ Michael McGawn, as attorney-in-fact  
12/22/2009

\*\*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).

- Reflects the automatic conversion on December 21, 2009 of each outstanding share of Chipotle Mexican Grill, Inc. Class B common stock into one share of Chipotle Mexican Grill, Inc. Class A common stock, and simultaneous renaming of the Class A common stock as "common stock," pursuant to the Amended and Restated Certificate of Incorporation filed on December 21, 2009. Such share conversion is an exempt transaction pursuant to SEC Rule 16b-7.
- (1) "common stock," pursuant to the Amended and Restated Certificate of Incorporation filed on December 21, 2009. Such share conversion is an exempt transaction pursuant to SEC Rule 16b-7.
  - (2) Effective December 21, 2009, shares of Chipotle Mexican Grill, Inc. Class A common stock were redesignated as "common stock."
  - (3) This option exercise and sale was 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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