

Wilner Robert D
Form 4
January 30, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wilner Robert D

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)

1543 WAZEE STREET, #200

(Street)

DENVER, CO 80202

(City)

(State)

(Zip)

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

01/26/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

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

Chief Administrative Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Class A Common Stock <u>(1)</u> <u>(2)</u>	01/26/2006		P	35,000 A \$ 22	115,499	D	

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

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information contained in this form are not
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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)

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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 of Underlying (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Appreciation Rights <u>(1)</u> <u>(2)</u> <u>(3)</u>	\$ 7.45	01/26/2006		J <u>(1)(2)(3)</u>			40,000	07/14/2007	07/14/2010	Class Common Stock
2006 Options <u>(1)</u> <u>(2)</u> <u>(3)</u>	\$ 22.35	01/26/2006		A <u>(1)(2)(3)</u>		13,333		01/14/2007	07/14/2010	Class Common Stock
2006 Options <u>(1)</u> <u>(2)</u> <u>(4)</u>	\$ 22	01/26/2006		A <u>(1)(2)(4)</u>		40,000		01/25/2009	01/25/2013	Class Common Stock
2002 Options <u>(1)</u> <u>(2)</u>	\$ 4.99	01/26/2006		J <u>(1)(2)(3)</u>			40,000	05/09/2005	11/05/2007	Class Common Stock
2002 Options <u>(1)</u> <u>(2)</u>	\$ 14.97	01/26/2006		J <u>(1)(2)(3)</u>		13,333		05/09/2005	11/05/2007	Class Common Stock
2003 Options <u>(1)</u> <u>(2)</u>	\$ 5.83	01/26/2006		J <u>(1)(2)(3)</u>			41,500	05/01/2006	11/08/2008	Class Common Stock
2003 Options <u>(1)</u> <u>(2)</u>	\$ 17.49	01/26/2006		J <u>(1)(2)(3)</u>		13,833		05/01/2006	11/08/2008	Class Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wilner Robert D 1543 WAZEE STREET, #200 DENVER, CO 80202			Chief Administrative Officer	

Signatures

/s/ Thomas
Barnes

01/27/2006

 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) Effective January 31, 2006, immediately prior to the anticipated closing date of the Issuer's initial public offering ("IPO") of its class A common stock, par value \$.01 per share (the "Class A Common Stock"), the Issuer will amend and restate its certificate of incorporation.

The amendment and restatement of the Issuer's Certificate of Incorporation will, among other things, (i) create two new classes of stock, the Class A Common Stock and the class B common stock, par value \$.01 per share (the "Class B Common Stock"), which Class B Common Stock will be convertible into Class A Common Stock on a one-for-one basis, and (u) reclassify each of the Issuer's then

- (2) outstanding shares of Common Stock, Series B Convertible Preferred Stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock into one-third of one share of Class B Common Stock (the "Reclassification"). The Reclassification was structured to comply with Rules 16b-3 and 16b-7 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The 2002 and 2003 Options and Option Exercise prices for Class A Common Stock reflect adjustments relating to the Reclassification.

Stock Appreciation Rights held by the reporting person were converted as of January 25, 2006 into options to purchase Class A Common

- (3) Stock subject to the Issuer's 2006 Stock Incentive Compensation Plan. The number of shares covered by the substituted options and exercise price adjustment give effect to the one-for-three reverse stock split described in Note 2 above.

- (4) Non-qualified stock option with grant date of January 25, 2006 subject to the closing of the Issuer's IPO and the Issuer's restatement of its certificate of incorporation effective January 31, 2006 as described in Note 1.

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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