

Hartung Jack
Form 4
October 10, 2006

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)
1543 WAZEE STREET, SUITE 200

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/05/2006

____ Director
 Officer (give title below) _____ Other (specify below)
Chief Finance and Dev Officer

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) | | | 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 (A) or (D) Price | | | |
| Class B Common Stock | 10/05/2006 | | J(1) | | | 81 | A (2) 81 | D | |
| Class B Common Stock | 10/05/2006 | | J(1) | | | 35 | A (2) 35 | I | By son |
| Class B Common Stock | 10/05/2006 | | J(1) | | | 38 | A (2) 38 | I | By son |
| Class B Common | 10/05/2006 | | J(1) | | | 38 | A (2) 38 | I | By son |

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Stock

| | | | | | | | | |
|----------------------------|------------|------------------|----|---|----------|----|---|----------------|
| Class B Common Stock | 10/05/2006 | J ⁽¹⁾ | 38 | A | <u>2</u> | 38 | I | By daughter |
| Class B Common Stock | 10/05/2006 | J ⁽¹⁾ | 38 | D | <u>2</u> | 38 | I | By daughter |

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 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. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hartung Jack
1543 WAZEE STREET, SUITE 200
DENVER, CO 80202

Chief Finance and Dev Officer

Signatures

/s/ Jack Hartung 10/10/2006

**Signature of Date
Reporting Person

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 acquisition of shares of Chipotle Class B Common Stock resulted from the reporting person's tender of shares of common stock of McDonald's Corporation in connection with a tax-free exchange offer pursuant to which McDonald's disposed of its interest in Chipotle.

- (1) The exchange period expired at 12:00 midnight on October 5, 2006, and tendered shares were accepted for exchange upon expiration of the exchange period.
- (2) Shareholders participating in the McDonald's exchange offer received 0.8879 shares of Class B Common Stock for each share of McDonald's common stock accepted in the exchange.

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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