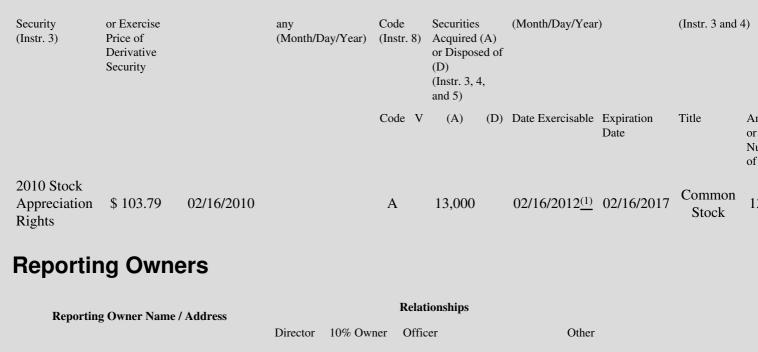
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Crumpacker Mar Form 4	'k								
February 18, 201	0								
FORM 4			CECU	DITIEC				т	PPROVAL
Washington, D.C. 20549							OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations	STATEMENT OF CHANGES IN 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							Estimated burden hou response	urs per
may continue. <i>See</i> Instruction 1(b).	,			•	U	ny Act of 1			
(Print or Type Respo	onses)								
1. Name and Address of Reporting Person <u>*</u> Crumpacker Mark			2. Issuer Name and Ticker or Trading Symbol CHIPOTLE MEXICAN GRILL INC				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (1	Middle)	[CMG] 3. Date of Earliest Transaction Director			109	% Owner		
1401 WYNKOC 500	OP STREET,	SUITE	(Month/Day/Year)X_Officer (g					ve title Oth below) Marketing Offi	ner (specify
			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 			
DENVER, CO 8	30202						Person	More than One R	eporting
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned
	ansaction Date hth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Code	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	(D) Price	(msu. 5 and 4)		
Reminder: Report or	n a separate line	e for each cl	ass of sec	urities ben	-	-	-		
					inforr requi	nation cont red to respo ays a curre	spond to the colle ained in this form ond unless the for htly valid OMB co	n are not rm	SEC 1474 (9-02)
	Tab					sposed of, or convertible s	Beneficially Owned securities)	I	

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Secu

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Chief Marketing Officer

Crumpacker Mark 1401 WYNKOOP STREET, SUITE 500 DENVER, CO 80202

Signatures

/s/ Mark	
Crumpacker	02/18/2010
<u>**</u> 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).
- (1) The Stock Appreciation Rights awarded to the reporting person vest in equal amounts on the second and third anniversaries of the grant date, subject to possible acceleration of vesting.

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.