FORM 4

CHIPOTLE MEXICAN GRILL INC - CMG

Filed: March 26, 2019 (period: March 26, 2019)

Statement of changes in beneficial ownership of securities
**Statement of Changes in Beneficial Ownership**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person
   Hartung Jack  
   610 NEWPORT CENTER DRIVE, SUITE 1300
   NEWPORT BEACH CA 92660

2. Issuer Name and Ticker or Trading Symbol
   CHIPOTLE MEXICAN GRILL INC [ CMG ]

3. Date of Earliest Transaction (Month/Day/Year)
   03/26/2019

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

5. Relationship of Reporting Person(s) to Issuer
   X Officer (give title below)  
   Chief Financial 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

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### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date</th>
<th>Transaction Code</th>
<th>Amount</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>common stock</td>
<td>03/26/2019</td>
<td>M(1)</td>
<td>2,235</td>
<td>$318.45</td>
</tr>
<tr>
<td>common stock</td>
<td>03/26/2019</td>
<td>F(2)</td>
<td>1,047</td>
<td>$680</td>
</tr>
<tr>
<td>common stock</td>
<td>03/26/2019</td>
<td>S(1)</td>
<td>1,188</td>
<td>$680</td>
</tr>
</tbody>
</table>

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date</th>
<th>Transaction Code</th>
<th>Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Title of Underlying Derivative Security</th>
<th>Price of Derivative Security</th>
<th>Number of Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>common stock</td>
<td>03/26/2019</td>
<td>M(1)</td>
<td>2,235</td>
<td>common stock</td>
<td>02/07/2015</td>
<td>common stock</td>
<td>$0.00</td>
<td>0</td>
<td>D</td>
</tr>
</tbody>
</table>

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**Explanation of Responses:**
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.
2. Consists of shares of common stock retained by Chipotle to satisfy the reporting person's tax obligation upon exercise of the stock appreciation right.
3. The reporting person disclaims beneficial ownership of shares held by his children.

**Remarks:**

/s/ Michael McGawn, attorney-in-fact 03/26/2019

**Signature of Reporting Person Date**

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


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

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 Number.