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**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: FILIKRUSHEL PATRICIA
   - (Last) FILIKRUSHEL
   - (First) PATRICIA
   - (Middle)  
   - C/O CHIPOTLE MEXICAN GRILL
   - 310 NEWPORT CENTER DR
   - 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): 05/21/2019

4. If Amendment, Date of Original Filed (Month/Day/Year): 05/22/2019

5. Relationship of Reporting Person(s) to Issuer (Check all applicable):
   - X Director 10% Owner
   - Officer (give title below) Other (specify below)

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>Security</th>
<th>Date Executed</th>
<th>Code</th>
<th>Amount</th>
<th>Price</th>
<th>Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>common stock</td>
<td>05/21/2019</td>
<td>A</td>
<td>168(0)</td>
<td>$0.00</td>
<td>D</td>
</tr>
<tr>
<td>common stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

---

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

<table>
<thead>
<tr>
<th>Derivative Security</th>
<th>Date Executed</th>
<th>Code</th>
<th>(A)</th>
<th>(D)</th>
<th>Exercisable</th>
<th>Title</th>
<th>Amount or Number of Shares</th>
</tr>
</thead>
</table>

---

Explanation of Responses:

1. On May 21, 2019, the issuer granted restricted stock units ("RSUs") to each of its non-employee directors under the Amended and Restated Chipotle Mexican Grill, Inc. 2011 Stock Incentive Plan. The RSUs will settle in shares of the issuer's common stock on a one-for-one basis and will vest on the first anniversary of the grant date, subject to the reporting person's continued service on the Chipotle Board of Directors.

**Remarks:**

The original Form 4 filed on May 22, 2019 reported the incorrect number of shares covered by the RSU grant on May 21, 2019. /s/ Helen Kaminski, pursuant to power of attorney previously filed 05/24/2019

**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.

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Source: CHIPOTLE MEXICAN GRILL INC, 4/A, May 24, 2019

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