

CHIPOTLE MEXICAN GRILL INC
 Form 3
 January 25, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â MCDONALDS CORP		(Month/Day/Year)	CHIPOTLE MEXICAN GRILL INC [CMG]	
(Last)	(First)	(Middle)	01/25/2006	
ONE MCDONALD'S PLAZA,Â			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
OAK BROOK,Â ILÂ 60523			<input checked="" type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> 10% Owner
			(give title below)	<input type="checkbox"/> Other
				(specify below)
				<input type="checkbox"/> Form filed by One Reporting Person
				<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	53,717,215	I	By McDonald's Ventures, LLC <u>(4)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Series B Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	8,034,009	\$ (5)	I	By McDonald's Ventures LLC (4)
Series C Convertible Preferred Stock	Â (5)	Â (5)	Common Stock	2,354,100	\$ (5)	I	By McDonald's Ventures (4)
Series D Convertible Preferred Stock	Â (6)	Â (6)	Common Stock	8,137,874	\$ (6)	I	By McDonald's Ventures LLC (4)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDONALDS CORP ONE MCDONALD'S PLAZA OAK BROOK, IL 60523	Â X	Â X	Â	Â
McDonalds Ventures, LLC 1 PARKVIEW PLAZA SUITE 640 OAKBROOK TERRACE, IL 60181	Â X	Â X	Â	Â

Signatures

/s/ Mary C. Healy, Senior Vice President 01/25/2006
**Signature of Reporting Person Date

/s/ Catherine A. Griffin, Vice President, General Counsel and Secretary 01/25/2006
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) As of the date of this report, the Issuer has one class of common stock (the "Common Stock") and three classes of preferred stock outstanding.
- 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 its certificate of incorporation. That amendment and restatement 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 will be convertible into Class A Common Stock on a one-for-one basis and (ii) reclassify each of the Issuer's then-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"). All of the reporting person's currently outstanding Common Stock will be designated as Class B Common Stock in the Reclassification.
- Shares of Class B Common Stock will be automatically converted into Class A Common Stock immediately prior to any sale of such shares, including any sales made in the IPO. Holders of the Class A Common Stock and the Class B Common Stock will generally have
- (3) identical rights, except that the holders of Class A Common Stock are entitled to one vote per share while holders of class B Common Stock are entitled to ten votes per share on matters to be voted on by shareholders with certain exceptions. After the Reclassification, the Issuer will have no outstanding preferred stock and two classes of outstanding common stock.
- (4)

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The reported securities are owned directly by McDonald's Ventures, LLC, which is a wholly owned subsidiary of McDonald's Corporation. McDonald's Corporation is an indirect beneficial owner of the reported securities.

- (5) The Series B Convertible Preferred Stock and the Series C Convertible Preferred Stock are each convertible into Common Stock based on the original purchase price of such series divided by the conversion price at any time at the option of the holder or upon an initial public offering of the issuer. The initial conversion price equals the per share purchase price of \$2.01. The conversion price is subject to adjustments under provisions designed to protect against dilution as set forth in the issuer's Certificate of Incorporation. There is no expiration date for the Series B or the Series C Convertible Preferred Stock.

- (6) The Series D Convertible Preferred Stock is convertible into Common Stock based on the original purchase price of such series divided by the conversion price at any time at the option of the holder or upon an initial public offering of the issuer. The initial conversion price equals the per share purchase price of \$2.35. The conversion price is subject to adjustments under provisions designed to protect against dilution as set forth in the issuer's Certificate of Incorporation. There is no expiration date for the Series D Convertible Preferred Stock.

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.