

CHURCHILL DOWNS INC
Form 4
December 18, 2007

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 *
DUCHOSSOIS RICHARD L

2. Issuer Name and Ticker or Trading Symbol
CHURCHILL DOWNS INC
[CHDN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2007

Director 10% Owner
 Officer (give title below) Other (specify below)

845 LARCH AVENUE

(Street)

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

ELMHURST, IL 60126

(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) (Instr. 3, 4 and 5)	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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock ⁽¹⁾	12/14/2007		P		3,093	A	\$ 51.58	27,317	I	By 845 Larch Acquisition Corp LLC
Common Stock ⁽¹⁾	12/14/2007		P		2,500	A	\$ 51.17	29,817	I	By 845 Larch Acquisition Corp LLC
Common Stock ⁽¹⁾	12/14/2007		P		1,276	A	\$ 51.4	31,093	I	By 845 Larch Acquisition Corp LLC

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Common Stock <u>(1)</u>	12/14/2007	P	200	A	\$ 51.81	31,293	I	By 845 Larch Acquisition Corp LLC
Common Stock <u>(1)</u>	12/14/2007	P	158	A	\$ 51.75	31,451	I	By 845 Larch Acquisition Corp LLC
Common Stock <u>(1)</u>	12/14/2007	P	100	A	\$ 51.24	31,551	I	By 845 Larch Acquisition Corp LLC
Common Stock <u>(1)</u>	12/14/2007	P	13	A	\$ 51.68	31,564	I	By 845 Larch Acquisition Corp LLC
Common Stock <u>(1)</u>	12/17/2007	P	3,380	A	\$ 51.62	34,944	I	By 845 Larch Acquisition Corp LLC
Common Stock <u>(1)</u>	12/17/2007	P	1,200	A	\$ 51.5	36,144	I	By 845 Larch Acquisition Corp LLC
Common Stock <u>(1)</u>	12/17/2007	P	1,000	A	\$ 51.25	37,144	I	By 845 Larch Acquisition Corp LLC
Common Stock <u>(1)</u>	12/17/2007	P	981	A	\$ 51.45	38,125	I	By 845 Larch Acquisition Corp LLC
Common Stock <u>(1)</u>	12/17/2007	P	830	A	\$ 51	38,955	I	By 845 Larch Acquisition Corp LLC
Common Stock <u>(1)</u>	12/17/2007	P	228	A	\$ 51.3	39,183	I	By 845 Larch Acquisition Corp LLC
Common Stock <u>(1)</u>	12/17/2007	P	100	A	\$ 51.39	39,283	I	By 845 Larch Acquisition Corp LLC
	12/17/2007	P	100	A		39,383	I	

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Common Stock <u>(1)</u>					\$				By 845 Larch Acquisition Corp LLC
Common Stock <u>(1)</u>	12/17/2007		P	4	A	\$ 51.25	39,387	I	By 845 Larch Acquisition Corp LLC
Common Stock <u>(1)</u>	12/17/2007		P	1	A	\$ 51.54	39,388	I	By 845 Larch Acquisition Corp LLC
Common Stock <u>(2)</u>							3,150,000	I	By Duchossois Industries, Inc.
Common Stock							15,000	I	By RLD Revocable Trust

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

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

DUCHOSSOIS RICHARD L
845 LARCH AVENUE X
ELMHURST, IL 60126

845 Larch Acquisition Corp LLC
845 LARCH AVENUE
ELMHURST, IL 60126

Mem of 13d grp. more than 10%

Signatures

/s/ Eric A. Reeves, attorney-in-fact for Richard L. Duchossois 12/18/2007
**Signature of Reporting Person Date

/s/ Colleen M. O'Connor, Vice President and Treasurer of 845 Larch Acquisition Corp LLC 12/18/2007
**Signature of Reporting Person Date

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) This form is a joint filing by 845 Larch Acquisition Corp LLC (the "Purchaser") and Richard L. Duchossois. The shares of common stock of Churchill Downs Incorporated (the "Issuer") that are the subject of this report were acquired by the Purchaser on the open market. Richard L. Duchossois, by virtue of his relationship with the Purchaser, may be deemed to beneficially own the shares of the Issuer that are held by the Purchaser. Richard L. Duchossois disclaims beneficial ownership with respect to the shares of common stock of the Issuer held by the Purchaser, except with respect to the pecuniary interest in such shares attributable to him by virtue of his equity interest in the Purchaser.
- (2) Reflects shares of common stock of the Issuer that are owned directly by Duchossois Industries, Inc. ("DII"). Richard L. Duchossois, by virtue of his relationship with DII, may be deemed to beneficially own the shares of the Issuer that DII may be deemed to beneficially own. Purchaser disclaims beneficial ownership with respect to the shares of common stock of the Issuer held by DII.

Remarks:

Exhibit 99 - Joint Filing Agreement (incorporated by reference to Exhibit 1 to Amendment No. 3 to the Schedule 13D relating

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.