FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Washington, D.C. 20040	OMB .
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number

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

**APPROVAL** OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

	f Reporting Person*			2. 19	ssuer	r Name a	nd Tick	Tr	- Line C				1-		(5	ag Dorcon	'e) to le	cuer
1. Name and Address of Reporting Person*  POLLARD CARL F					2. Issuer Name <b>and</b> Ticker or Trading Symbol CHURCHILL DOWNS INC [ CHDN ]									Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 700 CENTRAL AVENUE					3. Date of Earliest Transaction (Month/Day/Year) 09/01/2005									Of				(specify
				4. If Amendment, Date of Original Filed (Month/Day/Year)							ne) X Fo	-,						
	Tab	le I - No	n-Deriv	ative	Se	curitie	s Acc	quired,	Dis	posed o	f, o	r Ben	eficia	lly Ow	ned			
Date				e nth/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Disposed Code (Instr. 5)					d Sec Ben Owr	urities eficially ned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
									v	Amount		(A) or (D)	Price	Tran	Transaction(s) (Instr. 3 and 4)			(Instr. 4)
Stock, no	par value		09/01	L/ <b>200</b> 5	)05		S		1,286	6 D \$3		\$39	9.5 124,080		D			
	T													/ Owne	d			
	3. Transaction Date (Month/Day/Year)	Execution if any	Date,			of Derive Security Acque (A) or Disposof (D) (Instr	ative rities ired osed	Expiratio (Month/D	n Date	e ar)	Ame Sec Und Der Sec	ount of curities derlying ivative curity (In 4)	ount		derivative Securities Beneficially Owned Following Reported	Owner Form Direct or Inc (I) (In	: t (D) direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	ILLE K  (S  ecurity (Ins  Stock, no )	TRAL AVENUE  (State)  Tab  ecurity (Instr. 3)  Stock, no par value  Conversion or Exercise Price of Date (Month/Day/Year)	(State) (Zip)  Table I - Note that the conversion of Exercise Price of Derivative (Month/Day/Year)  TRAL AVENUE  (State) (Zip)  Table I - Note that the conversion of Exercise (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)	Table I - Non-Derive (Month/I)  Stock, no par value  2. Trans Date (Month/I)  Table II - Derivat (e.g., pto Date (Month/I) Date (Month/I)  2. Trans Date (Month/I)  Table III - Derivat (e.g., pto Date (Month/I) Date (Month/I)  (Month/Day/Year)	(First) (Middle)  TRAL AVENUE  (State) (Zip)  Table I - Non-Derivative  ecurity (Instr. 3)  2. Transaction Date (Month/Day/Yes)  Stock, no par value  Table II - Derivative S (e.g., puts, comparison of Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)	(First) (Middle) 09/01/2  TRAL AVENUE 4. If Ame  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock, no par value 09/01/2005  Table II - Derivative Secure.g., puts, calls  2. Conversion Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  4. Transaction Code (Instr. 3)  Code (Instr. 3)	(State) (Zip)  Table I - Non-Derivative Securities  (Month/Day/Year) (Stock, no par value (e.g., puts, calls, warr.  Table II - Derivative Securities (e.g., puts, calls, warr.  (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 8)  Table II - Derivative Securities (e.g., puts, calls, warr.  (A) Transaction Code (Instr. 8) (Instr. 9) (Instr. 1 and 5)	(First) (Middle) 09/01/2005  TRAL AVENUE 40208  (State) (Zip)  Table I - Non-Derivative Securities Accurate (Month/Day/Year)  2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) 2B. Derivative Securities Acquate (e.g., puts, calls, warrants, (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year) 3B. Deemed Execut	TRAL AVENUE  Table I - Non-Derivative Securities Acquired, ecurity (Instr. 3)    2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   3. Transaction (Month/Day/Year)   3. Transaction (Month/Day/Year)   5. Number of (E.g., puts, calls, warrants, option:   2.	TRAL AVENUE  Table I - Non-Derivative Securities Acquired, Dispecturity (Instr. 3)  Table II - Derivative Securities Acquired, Dispongular financial financi	Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe of Derivative Security  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Expiration  Date Expiration	(First) (Middle)  TRAL AVENUE  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, of Execution Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Stock, no par value  2. Transaction Code (Instr. 8)  Code V Amount  Table II - Derivative Securities Acquired, Disposed of, or (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Expiration  Date (Month/Day/Year)  At ansaction Date (Month/Day/Year)  Date Expiration  Date Expiration	(First) (Middle)  TRAL AVENUE  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneral Execution Date, (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Stock, no par value  1. Table II - Derivative Securities Acquired, Disposed Of (D) (Instr. 8)  Code   V   Amount   (A) or (D) or (D	TRAL AVENUE    Code   V   Amount   (A) or (B)	(First) (Middle)  TRAL AVENUE  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  Stock, no par value  Derivative  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction (Month/Day/Year) (Instr. 3, 4 and 5)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  2. Code (Instr. 3)  3. Date of Earnest transaction (Month/Day/Year) (Instr. 3)  4. Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  2. Code (Instr. 3)  3. Date of Carlest Iransaction (Month/Day/Year) (Instr. 3)  4. Securities Acquired (A) or Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction (Instr. 3)  4. Securities Acquired (A) or Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  2. Code (Instr. 3)  3. Date of Carlest Iransaction (Month/Day/Year) (Instr. 3)  4. Securities Acquired (A) or Disposed of, or Beneficially Owner (Instr. 3)  5. A Deemed Execution Date (Instr. 3)  6. Date Exercisable and Expiration Date (Month/Day/Year) (Instr. 3)  8. Price of Derivative Securities (Instr. 5)  1. Title and Amount or Number of Original Filed (Month/Day/Year) (Instr. 5)  2. Code (Instr. 5)  3. Transaction (Instr. 6)  4. A Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	TRAL AVENUE    Augustate   Conversion or Exercise Conversion or Exercise Derivative Security (Instr. 3)   Conversion or Exercise Derivative Security (Instr. 3)   Conversion or Exercise Derivative Security (Instr. 3)   Conversion Date (e.g., puts, calls, warrants, options, convertible Securities)   Code (Instr. 3)   Conversion Date (e.g., puts, calls, warrants, options, convertible Securities)   Code (Instr. 3)   Conversion Date (e.g., puts, calls, warrants, options, convertible Securities)   Code (Instr. 3, 4 and 4)   Conversion Date (Instr. 3)   Conversion Dat	TRAL AVENUE    State   Original Filed (Month/Day/Year)   Original Fi	TRAL AVENUE    Comparison   Conversion   Conversion   Conversion   Code (Instr. 4)

**Explanation of Responses:** 

Remarks:

/s/ Carl F. Pollard

09/02/2005

\*\* 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).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.